

77
AUG
0246120¢
©

X-MEN

**ACTION
ALL THE WAY!**

WE'RE
POWERLESS
AGAINST HIM!



THE WORLD'S
STRANGEST
TEENAGERS FINALLY
MEET THEIR MATCH!

NOW STRIKES... THE SUPER-ADAPTOID!

Send For Free Information On How
**YOU, TOO, CAN OWN
A POWER-PACK BODY**
Like These Weider Pupils
and Champions!



LARRY SCOTT
"MR. AMERICA"
"MR. UNIVERSE"

Twice "Mr. Olympia" winner—Larry stands 5' 7", weighs 205 lbs. and has a pair of 20" arms! He is considered one of the world's best-built men—but he was a 136-lb. weakling before mailing the coupon! This Can Happen To You Too!



FREDDY ORTIZ
"MR. AMERICA"
"MR. UNIVERSE"

Winner—Freddy stands 5' 5", weighs 185 lbs. of rock-hard muscle. His arms measure 19" and he is considered the best-built short man in the world. Yet, he was a 115-lb. skinny weakling before sending in the coupon! Why Not You?



RICKY WAYNE
"MR. EUROPE"
"MR. UNIVERSE"

Winner—Ricky is 5' 8", weighs 198 lbs. of Herculean muscle. His arms measure a full 19 1/2", and he is considered the best-built man in Europe today. He weighed a pitiful 123 lbs. before sending the coupon and it Can Happen To You!



CHUCK SIPES
"MR. AMERICA"
"MR. UNIVERSE"

Winner—Chuck stands 6", weighs 225 lbs., and has a pair of 20" arms—among the strongest in the world! He was a 141-lb. weakling before sending in the free coupon! Now How About You?

Weider-Pupil
DAVE DRAPER
"MR. AMERICA"
"MR. UNIVERSE"

Winner, and movie-TV star—Dave stands 6' 2", weighs 235 lbs. and owns the largest arms in the world—21" upper-arm, 17" lower-arm! Yet, he was fat and flabby before mailing the coupon! But Why Wait? Rush!



FREE! MUSCLE COURSE THAT CAN ADD 3 INCHES TO YOUR ARMS FAST! ...AND MAKE YOU INTO AN ATHLETIC VIRILE HE-MAN!!

In half the time, with twice the ease, in the privacy of your own room, in just a few minutes a day, I will, through my "TRIPLE-PROGRESSION COURSE" that I want to send you FREE, guarantee that virtually overnight, you will experience a muscle-building miracle! Before your eyes you'll slap on inches of steel-hard muscles to your pipe-stem arms, pack your chest with power and size, give yourself life-guard shoulders, dynamic, speedy, athletic legs. Add jet-charged strength to every muscle in your body. I don't care if, today, you own the scraggiest, flabbiest, skinniest or funniest-looking body, whether you're tall or short, young or not-so-young, skinny or fat, office-worker, laborer, school-boy or businessman, I must make a new,

virile he-man out of you—with handsome muscles bursting out all over! They will ripple with power, vibrate with energy! And for the first time in your life, men will envy your body—women admire it, because at last you will own a body that brings you fame instead of shame! What I did for Dave Draper "Mr. Universe" winner, and for hundreds of other champions since 1936, I am ready to do for you! A-C-T-I-O-N is the key to strength! Fill out the coupon below NOW! Rush it to me—and in hours, with no charge to you—at my own expense, you too, like Dave Draper did, will start putting an end to your weakness! You have nothing to lose but your weakness! ACT NOW!—SUPPLY IS LIMITED!

THIS GIANT 32 PAGE COURSE

WRITE TO: **JOE WEIDER** Dept 83-72G
TRAINER OF CHAMPIONS SINCE 1936,
25 Maple Street
Norwood, N.J. 07648

Dear Joe: Shoot the works! I am saying YES to becoming a New Man! Rush me your free Muscle-Building information which I can use right now at home to build a handsome and useful body.

I enclose only 25¢ to cover the cost of handling and mailing. I am under no further obligation.

NAME _____

ADDRESS _____

CITY _____ STATE _____

ZIP CODE _____ AGE _____

(Please print clearly)

I have ☒ where I need more muscles:

- I Want: ☐ Bigger Arms ☐ Larger Neck ☐ Deeper Chest
☐ Trim Waist ☐ Athletic Legs ☐ Added Weight
☐ Broader Shoulders ☐ More Endurance and Power



JOE WEIDER

Personal trainer of "Mr. America" "Mr. Universe" "Mr. Canada" perfect men title winners since 1936—and over 2,000,000 successful pupils the world over!

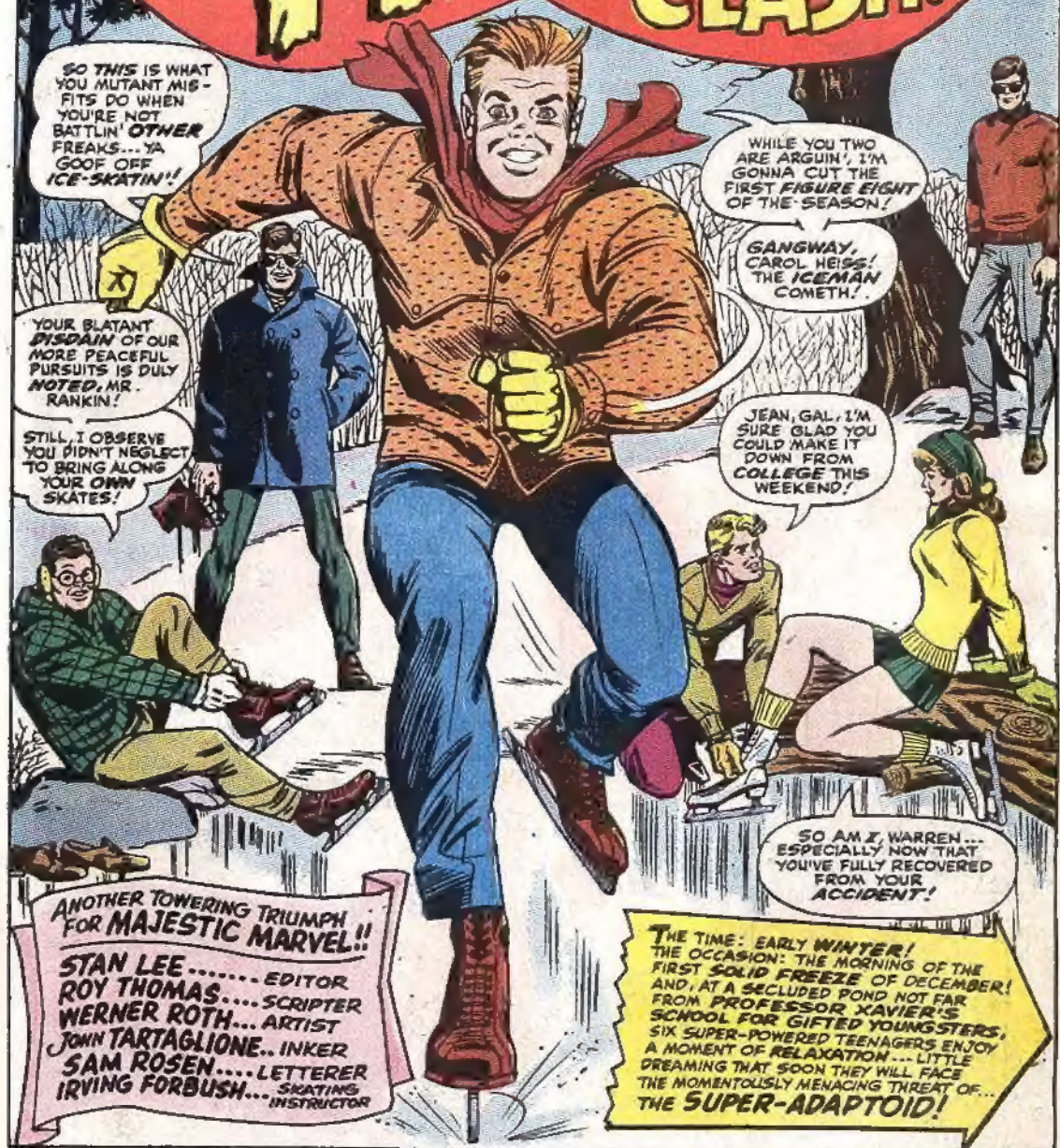
**ABSOLUTELY
FREE!**



MAIL COUPON TODAY! NO OBLIGATION! NOTHING TO BUY!

X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

WHEN TITANS CLASH!



SO THIS IS WHAT YOU MUTANT MIS-FITS DO WHEN YOU'RE NOT BATTLIN' OTHER FREAKS... YA GOOF OFF ICE-SKATIN'!!

WHILE YOU TWO ARE ARGUIN', I'M GONNA CUT THE FIRST FIGURE EIGHT OF THE SEASON!

GANGWAY, CAROL HEISS! THE ICEMAN COMETH..

YOUR BLATANT *DISDAIN* OF OUR MORE PEACEFUL PURSUITS IS DULY NOTED, MR. RANKIN!

STILL, I OBSERVE YOU DIDN'T NEGLECT TO BRING ALONG YOUR OWN SKATES!

JEAN, GAL, I'M SURE GLAD YOU COULD MAKE IT DOWN FROM COLLEGE THIS WEEKEND!

SO AM I, WARREN... ESPECIALLY NOW THAT YOU'VE FULLY RECOVERED FROM YOUR ACCIDENT!

ANOTHER TOWERING TRIUMPH FOR MAJESTIC MARVEL!!

STAN LEE.....EDITOR
ROY THOMAS.....SCRIPTOR
WERNER ROTH...ARTIST
JOHN TARTAGLIONE..INKER
SAM ROSEN.....LETTERER
IRVING FORBUSH...SKATING INSTRUCTOR

THE TIME: EARLY WINTER!
THE OCCASION: THE MORNING OF THE FIRST SOLID FREEZE OF DECEMBER!
AND, AT A SECLUDED POND NOT FAR FROM PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, SIX SUPER-POWERED TEENAGERS ENJOY A MOMENT OF RELAXATION...LITTLE DREAMING THAT SOON THEY WILL FACE THE MOMENTOUSLY MENACING THREAT OF...
THE SUPER-ADAPTOID!

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FOR THE MOMENT, HOWEVER, ALL THOUGHTS OF DANGER ARE FORGOTTEN, AS...

CAREFUL, BOBBY! REMEMBER, YOU'RE BALANCING ON BLADES NOW, NOT ON YOUR OWN PEDAL EXTREMITIES, AND...

OOPS! YOU CAN SAVE YOUR SYLLABLES, HANK...

I GET THE POINT!

NOW, IF YOU'LL GIVE ME YOUR UNDIVIDED ATTENTION, I SHALL DEMONSTRATE... YIPES!

I'VE GOT MY EYE ON YA EVERY SECOND, BEASTIE!

DON'T WORRY... YOU CAN PICK UP ON THE LECTURE WHEN YOU ZERO IN FOR A LANDING!

MEANWHILE, A SHORT DISTANCE AWAY...

C'MON, JEANIE... LET'S SEE IF YOU STILL KNOW HOW TO COUPLE-SKATE!

FINE, WARREN! UH... AREN'T YOU COMING, SCOTT?

NO, I... ER... LEFT MY SKATES BACK IN MY ROOM!

TOO BAD, DAD! YOU'D BETTER GO GET 'EM!

YOU'RE MISSIN' A REAL WINTER-TIME GAS!

BUT, AS SCOTT SUMMERS TURNS AWAY FROM THE FROG-FILLED SCENE, HIS MIND IS DEFINITELY NOT ON ICE-SKATING...

NO NEED TELLING THEM THAT I PURPOSELY LEFT MY SKATES BEHIND!

FOR, SINCE THE PROFESSOR GAVE US THE MORNING OFF, THERE'S SOMETHING THAT I WANT TO DO... THAT I MUST DO!

AND, I MUST DO IT... ALONE!

HOW I ENVY WARREN! HIS WINGS ARE SO COMPACT... SO FLEXIBLE... THAT A COUPLE OF STRAPS WILL HOLD THEM IN AND PROTECT HIS SECRET IDENTITY...

WHILE I MUST FOREVER WEAR THESE SPECIAL GLASSES... OR MY VISOR... TO PROTECT THE WORLD FROM THE DEADLY EYE-BEAMS OF... CYCLOPS!

ONLY A FEW WEEKS AGO, I ACCIDENTALLY STRUCK ANGEL WITH SUCH AN OPTIC BLAST!

*OR, A FEW ISSUES AGO, IF YOU HAPPEN TO BE A CARD-CARRYING REALIST!... SURREALISTIC STAN.

LUCKILY, I HAD SUBCONSCIOUSLY WEAKENED THE BEAM... JUST ENOUGH SO THAT WARREN WASN'T KILLED!

I DIDN'T REALIZE IT AT THE TIME... BUT, THAT MUST MEAN I'M BEGINNING TO BE ABLE TO CONTROL MY BEAMS MENTALLY... AT LEAST TO SOME EXTENT!

THE PROFESSOR TOLD ME ONCE THAT SUCH A THING MIGHT HAPPEN... BUT, I NEVER DARED BELIEVE HIM!

THERE'S ONLY ONE WAY TO FIND OUT FOR SURE... AND THAT'S TO TEST MY THEORY... RIGHT NOW!



CONTINUED AFTER NEXT PAGE

CHARLES ATLAS, World's No. 1 Body Builder, says:

Don't Be Half A Man!

Let ME SHOW How I Can Make You a Real HE-MAN From Head to Toe — in Just 15

Minutes a Day! Take a good honest look at your-

self! Are you proud of your body — or are you satisfied to go through life being just "half the man" you could be? No matter how ashamed you are of your present physical condition — or how old or young you are — the "sleeping" muscles already present in your body can turn you into a real HE-MAN! Believe me, I know — because I was once a skinny, scrawny 97-pound half-alive weakling! People used to laugh at my build and make fun of me. I was ashamed to strip for sports or the beach... shy of girls... afraid of healthy competition.

HOW I CHANGED FROM A "MOUSE" TO A MAN!

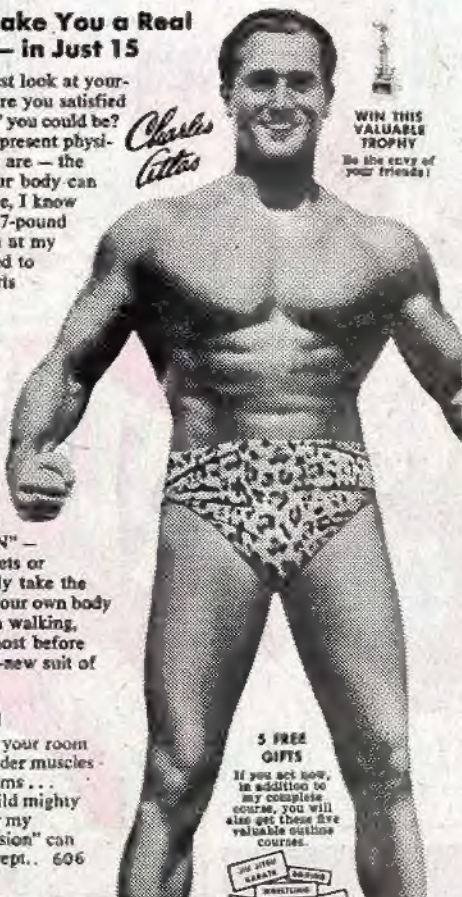
One day, I discovered a secret that changed me from a timid, frightened scarecrow into "The World's Most Perfectly Developed Man" — a "magic formula" that can help turn you, too, into a marvellous physical specimen... a real HE-MAN from head to toe... a man who STANDS OUT in any crowd! What's my secret? "DYNAMIC-TENSION" — the natural method! No theory. No gadgets or contraptions. You just do as I did. Simply take the "sleeping" muscles already present inside your own body — build them up — use them every day in walking, bending over, reaching, even sitting! Almost before you know it, you're covered with a brand-new suit of beautiful, rock-hard SOLID MUSCLE!

MY SECRET BUILDS MUSCLES FAST!

Just 15 minutes each day in the privacy of your room is all it takes to make your chest and shoulder muscles swell so big they almost split your coat seams... turn your fists into sledge-hammers... build mighty legs that never tire! Mail coupon today for my famous book showing how "Dynamic-Tension" can give you a Body by Atlas. Charles Atlas, Dept., 606 115 E. 23 St., New York, N. Y. 10010.

Charles Atlas

WIN THIS VALUABLE TROPHY Be the envy of your friends!



5 FREE GIFTS

If you act now, in addition to my complete course, you will also get these five valuable outline courses.

- JOINTS
- WASH
- ARMING
- SHOOTING
- HEALTH OF
- STRENGTH
- WAND
- BALANCE

DO YOU WANT...



A DEEP CHEST!
I can add SOLID inches of powerful muscle to your chest — make you look and feel like a dynamo.



BIG ARM MUSCLES!
You'll see and feel your arm muscles BUILD OUT with super power and energy.



TIRELESS LEGS!
I make your legs strong and powerful with the tireless drive of a long distance runner.



MAGNETIC PERSONALITY!
"Dynamic-Tension" makes you alive with vitality — the husky that men respect and women admire.

THEN MAIL THIS NOW!

- HERE'S THE KIND OF BODY I WANT
- ☐ MORE MUSCLE — BIGGER CHEST
 - ☐ BIG ARM MUSCLES
 - ☐ BROAD BACK & SHOULDERS
 - ☐ TIRELESS LEGS
 - ☐ MORE WEIGHT
 - ☐ MAGNETIC PERSONALITY

CHARLES ATLAS
Dept., 606 115 E. 23 St., N.Y., N.Y. 10010
I enclose 10¢. Show me how "Dynamic-Tension" can make me a new man. Send your famous 32-page book, full of pictures, valuable advice. No obligation.
Print Name.....
Address.....
City & State..... Zip Code.....
In England: Charles Atlas, 21 Poland St., London W. 1



BROAD SHOULDERS!
"Dynamic-Tension" will broaden your shoulders. You'll see and feel RESULTS IN 7 DAYS!



MORE WEIGHT!
You'll put on pounds in the right places. "Dynamic-Tension" rebuilds you inside and out.



My 32-page illustrated book, Charles Atlas, 115 East 23 St., N. Y. 10010.

CHARLES ATLAS ON TV



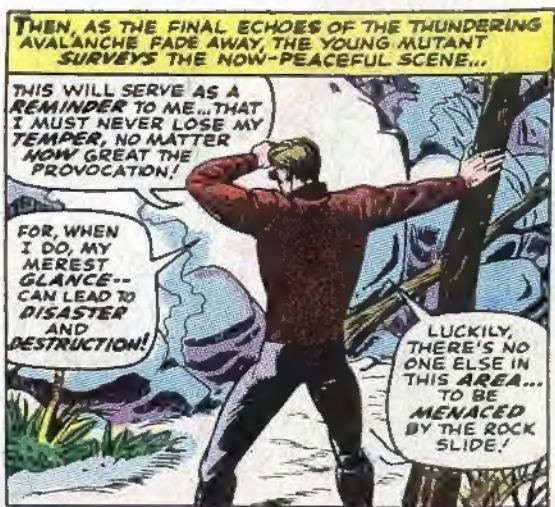
THE INSULT THAT MADE A MAN OUT OF 'MAC'





MADE IT--
WITH ONLY
SECONDS TO
SPARE!

THAT'S THE LAST
STRAW! THIS
TIME, MY EYE-
BEAMS WERE
EVEN A MENACE
TO MYSELF!



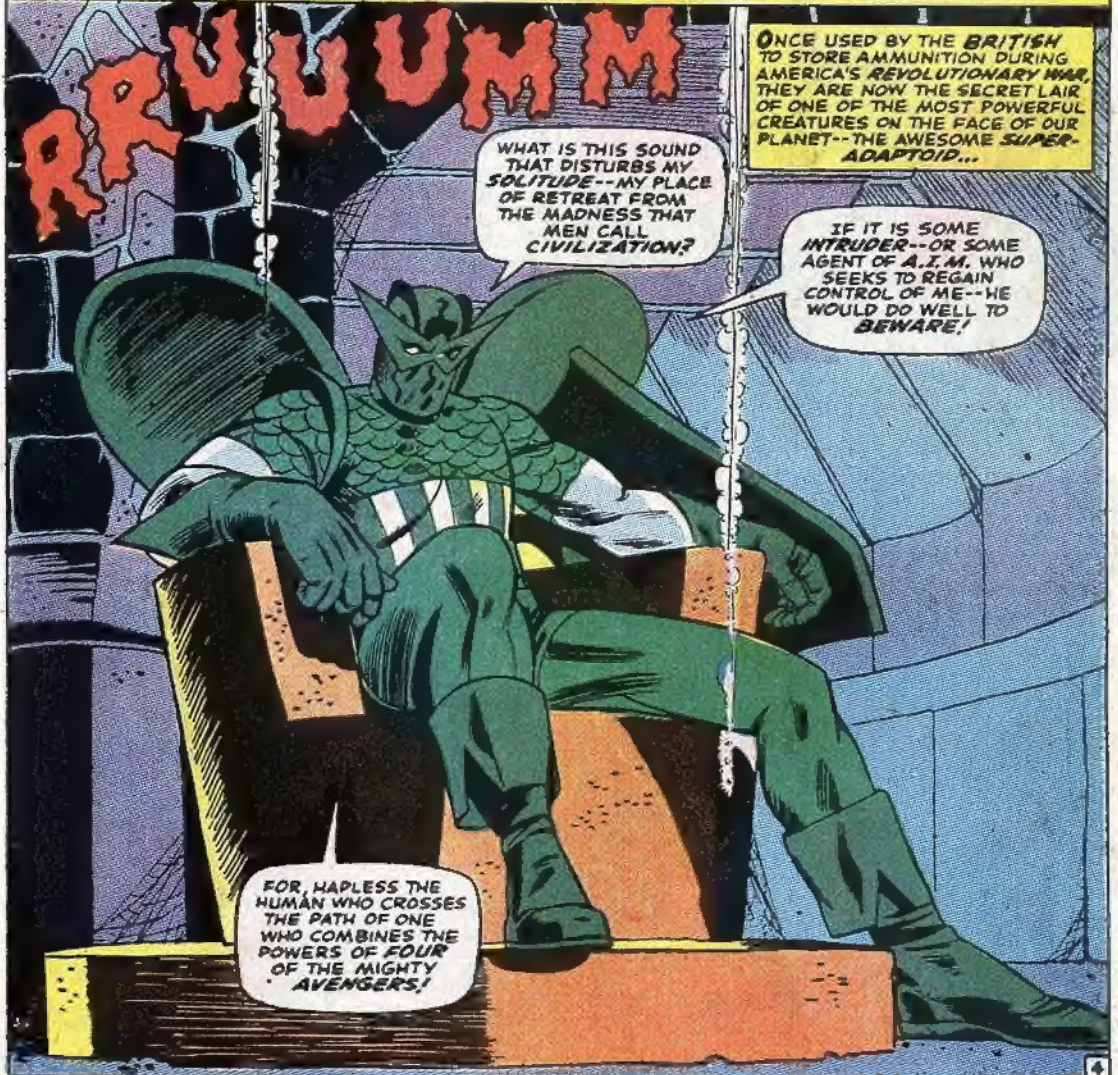
THEN, AS THE FINAL ECHOES OF THE THUNDERING
AVALANCHE FADE AWAY, THE YOUNG MUTANT
SURVEYS THE NOW-PEACEFUL SCENE...

THIS WILL SERVE AS A
REMINDER TO ME...THAT
I MUST NEVER LOSE MY
TEMPER, NO MATTER
HOW GREAT THE
PROVOCATION!

FOR, WHEN
I DO, MY
MEREST
GLANCE--
CAN LEAD TO
DISASTER
AND
DESTRUCTION!

LUCKILY,
THERE'S NO
ONE ELSE IN
THIS AREA...
TO BE
MENACED
BY THE ROCK
SLIDE!

BUT, THE ERSTWHILE DEPUTY LEADER OF THE X-MEN IS NOT COMPLETELY CORRECT IN HIS ASSUMPTION...
FOR, IF HIS DOOM-DEALING EYES COULD ONLY PEEER THRU THE SOIL AND ROCKS OF THAT VERY HILL,
SCOTT SUMMERS WOULD BEHOLD A NETWORK OF LONG-FORGOTTEN TUNNELS...



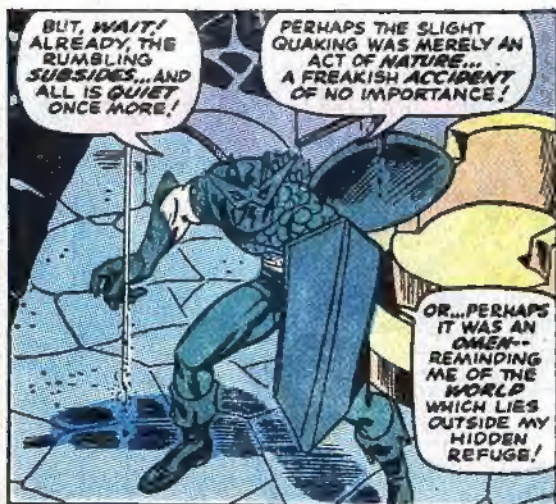
RRUUUMM

WHAT IS THIS SOUND
THAT DISTURBS MY
SOLITUDE--MY PLACE
OF RETREAT FROM
THE MADNESS THAT
MEN CALL
CIVILIZATION?

ONCE USED BY THE BRITISH
TO STORE AMMUNITION DURING
AMERICA'S REVOLUTIONARY WAR,
THEY ARE NOW THE SECRET LAIR
OF ONE OF THE MOST POWERFUL
CREATURES ON THE FACE OF OUR
PLANET--THE AWESOME SUPER-
ADAPTOID...

IF IT IS SOME
INTRUDER--OR SOME
AGENT OF A.I.M. WHO
SEEKS TO REGAIN
CONTROL OF ME--WE
WOULD DO WELL TO
BEWARE!

FOR, HAPLESS THE
HUMAN WHO CROSSES
THE PATH OF ONE
WHO COMBINES THE
POWERS OF FOUR
OF THE MIGHTY
AVENGERS!



THEN, AS THE COMPUTERIZED PARTS OF HIS ARTIFICIAL
BRAIN ARE FULLY ACTIVATED, THE TEN-FOOT
ANDROID KNOWS THE STIRRINGS OF THAT WHICH MEN
CALL...**MEMORY!**

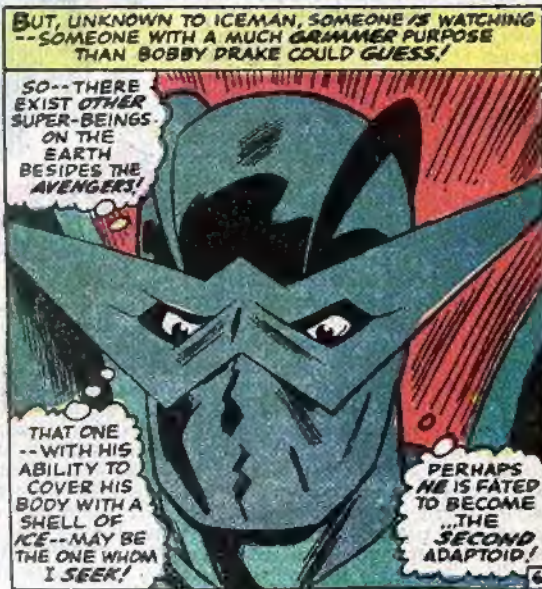


MOMENTS LATER, AS THE SINISTER
SUPER-ADAPTOID VIEWS FOR THE
FIRST TIME THE PHENOMENON OF
AN EARTHLY WINTER...



AND, WHILE THE TOWERING TITAN BEGINS TO FORMU-
LATE A PLAN OF ACTION, THE UNSUSPECTING X-MEN
ARE STILL ENJOYING THEIR HOLIDAY ON ICE...





CONTINUED AFTER NEXT PAGE

FANCIFUL FACT AND FRUMIOUS FABLES FOR FRIEND AND FOE ALIKE!

ITEM! Notice anything different about this month's Bullpen Page, observant one? You know it: there's no color-splashed box headed by the wondrous words, "STAN LEE'S SOAPBOX"! But fear not—Our Leader hasn't forsaken us as a result of that Carnegie Hall debut we gushed about last month. Partly, there's no Soapbox because Stan, having winged his way southward for his first real vacation in many a moon—and it's kinda hard to plug an electric typewriter into the sand-castles at Miami Beach! More than that, though: he's already hard at work (mentally, at least) preparing a prodigious pronouncement which will stun your bedazzled senses next month! Sorry—we can't tell you what it's all about just now; but we hereby promise and proclaim that our very next Bullpen Bulletins will herald a brand-new era for Marvel—one that looks to be even greater, groovier, and more gargantuan than the one just past! And you'll be in on the ground floor if you tune in next month—same time, same place! Don't let us down, hear? We're nothing without you, pilgrim—and we mean that!

ITEM! Meanwhile, just to prove to you that mighty Marvel's not exactly standing still for the next few weeks: by now, you've doubtless already noticed the spectacular illo elsewhere on this self-same page and been wondering what's the buzz, right? So here's where we end the suspense. The current ish of MARVEL SPOTLIGHT debuts a far-out new feature which we think you're gonna dig. It's called GHOST RIDER—but, as anybody with 20-20 vision can plainly see, he's no blood relation to the western hero we sprung on you some time back. Nope—this GR is a mad, mod, mystic hero who straddles both the world of motorcycles—and the supernatural! (And that's some job of straddling!) It's by the titanic team of Groovy GARY FRIEDRICH, who dreamed the whole thing up, and Mad-cap MIKE PLOOG, whose own "Werewolf By Night" series is scheduled to gain its very own mag in a month or two! Oh yes, and for those of you who've been writing in to comment on the uncanny resemblance between Mike's artwork and that of the great WILL EISNER, creator of the Spirit during the 1940's—it's no news either to us or to Mike, people, 'cause Mike was indeed Mr. E's artistic assistant for a couple of years, just prior to his joining our beleaguered little crew! But thanks for noticing!

ITEM: Two of Marvel's own boy prodigies, Merry GERRY CONWAY and Sturdy STEVE ENGLEHART, recently hopped a fast 727 and flew out to address Indiana University's fully-accredited course on comix, which will soon be offered thru international correspondence as well. They held forth for three hours, followed by a lengthy rap session—and even turned up on the local TV channel to spread the word to acolyte and infidel alike! With Steve a native Hoosier, the

whole thing was virtually a triumphal homecoming—except that, because of the hectic schedule, he never got around to visiting the ol' homestead!

ITEM! How about this tidbit: The much-lionized Mr. Lee did his own lecture-circuit thing a couple of months back at the prestigious University of Puget Sound (that's in the snow-capped state of Washington, natch). A few of the flame-keepers took Stan to the city's well-known, well-stocked zoo, where he got his first close-up look at a certain breed of awesome anthropoid. And, if you've guessed by now that that's how Smiley dreamed up the free-swingin' Gibbon, who's given Spidey such a hassle these past two issues—go to the head of the class, perspicacious one! (That's just an aside for those of you who keep writing in to ask us where we get all our nutty ideas! Where we can, pal—where we can!)



ITEM! Oh yeah, and we just had to mention that this month's Checklist heralds a couple of real collectors' item issues now on the stands—fabulous premier issues of both THE DEFENDERS and WARLOCK in their own mags! And what about this little bombshell to close with: in a month or two, the tempest-tossed team of THOMAS, ANDRU, and SEVERIN will be joining forces to bring you the adventures of one of the first and foremost super-stars of all—none other than the one and only DOC SAVAGE, MAN OF BRONZE! Marvel is really movin' out, effendi—so grab your ticket and welcome aboard! 'Nuff said!

THE MIGHTY MARVEL CHECKLIST Now On Sale!

FANTASTIC FOUR #125: The Secret of the Monster! More mind-staggering action than mortal mind can conceive!

SPIDER-MAN #111: The Gibbon needs help, and he gets it—from none other than Kraven the Hunter! A must!

THOR #202: This is it! The battle to the finish with Ego-Prime! Wonders beyond measure—but who's counting?

AVENGERS #102: From out of the sun, they strike again—the sinister Sentinels! Plus—the Grim Reaper!

HULK #154: The astonishing Ant-Man! The Chameleon! And the hordes of Hydra! Does that clue you in, believer?

CAPT. AMERICA & THE FALCON #152: The Falcon fights alone! But alas—Mr. Hyde and the Scorpion don't!

SUB-MARINER #52: The most powerful mutant of all returns! Don't miss the deadly challenge of—Sunfire!

DAREDEVIL #90: The mysteries of Project Four! But, what happens when the Man Without Fear becomes—a coward?

IRON MAN #49: The Adaptoid is back! How do you fight a guy who combines the power of all the Avengers?

CONAN THE BARBARIAN #17: Monthly again—and greater than ever! Conan takes on the Grim Gods of Bal-Sagoth!

LUKE CAGE, HERO FOR HIRE: #2: Marvel's newest, nitty-grittiest super-star yet! But has he met his match in Diamondback?

ASTONISHING TALES #13: Ka-Zar vs. the misanthropic Man-Thing! And when AIM drops in, to boot—look out!

MARVEL SPOTLIGHT #5: The world has never seen anything like the mysterious new Ghost Rider—and neither have you!

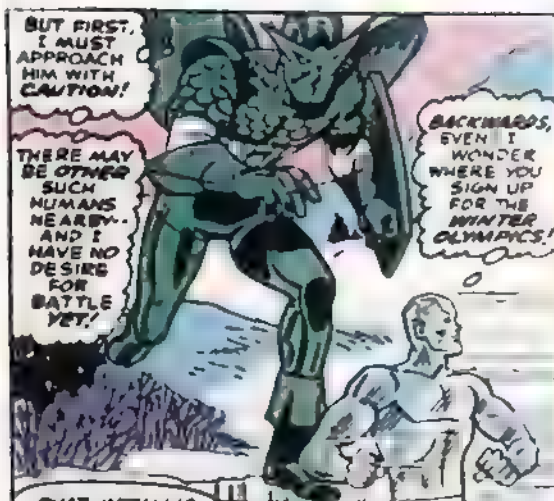
THE DEFENDERS #1: The Hulk! Sub-Mariner! Dr. Strange! Together again, against the man called Necrodamus! Off-beat!

WARLOCK #1: Perhaps the strangest hero ever—on the world called Counter-Earth! And wait'll you meet—the Prophet!

SGT. FURY #101: By popular demand! The origin of the Howling Commandos—ripped from the holocaust of World War II!

COMBAT KELLY #2: The Deadly Dozen really go to town—as Jay Little Bear takes on the whole blamed Nazi army!

Plus these wondrous winners: X-MEN #77—MONSTERS ON THE PROWL #18—RAWHIDE KID #102—MARVEL TRIPLE ACTION #4—OUTLAW KID #11—FEAR #9—WESTERN KID #5—MARVEL TALES #36—KID COLT OUTLAW #161—OUR LOVE STORY #18—LI'L KIDS #7—HARVEY #4—plus the usual MILLIE and CHILI madness! Collect 'em all—why not?



BUT FIRST,
I MUST
APPROACH
HIM WITH
CAUTION!

THERE MAY
BE OTHER
SUCH
HUMANS
NEARBY--
AND I
HAVE NO
DESIRE
FOR
BATTLE
YET!

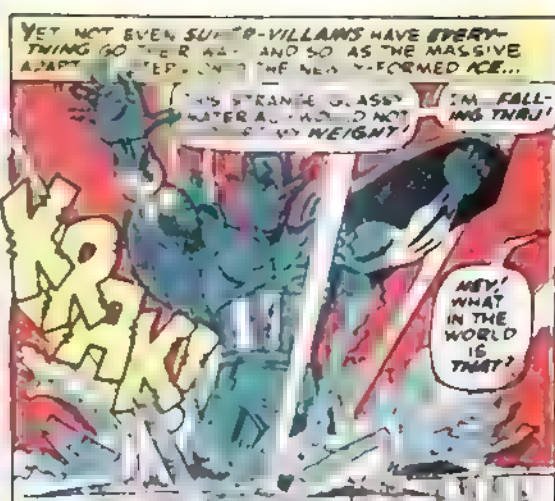
BACKWARDS,
EVEN I
WONDER
WHERE YOU
SIGN UP
FOR THE
WINTER
OLYMPICS!

THAT METALLIC
FACE--IT MUST
BE SOME KINDA
ROBOT--BUT, IT'S
TEN FEET TALL!

YOU DARE TO CALL
ME A ROBOT--I, WHO
AM THE PRODUCT OF
YEARS OF BIO-
CHEMICAL RESEARCH?



BEWARE,
MORTAL--
LEST YOU
TRY MY
PATIENCE!



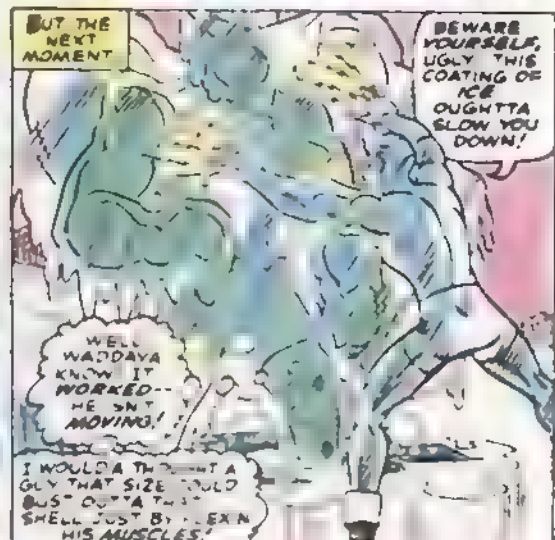
YET NOT EVEN SUPER-VILLAINS HAVE EVERY-
THING GO THEIR WAY--AND SO AS THE MASSIVE
ADAPTATION OF THE NEW X-FORMED ICE...

THIS STRANGE GLASSY
WATERAL--WOULD NOT
BE MY WEIGHT?

I'M FALL-
ING THRU!



HEY!
WHAT
IN THE
WORLD
IS
THAT?



BUT THE
NEXT
MOMENT

BEWARE
YOURSELF,
UGLY THIS
COATING OF
ICE
OUGHTTA
SLOW YOU
DOWN!

WELL
WADDAYA
KNOW IT
WORKED--
HE'S NOT
MOVING!

I WOULD A THOUGHT A
GLY THAT SIZE WOULD
BUST OUTTA THIS
SHELL JUST BY EXHAUSTING
HIS MUSCLES!



THERE, AS LONG AS HE
SEEMS TO BE FROZEN
STIFF, I MIGHT AS WELL
DO IT UP RIGHT!

THIS COVERING
OF SNOW
OUGHTTA KEEP
HIM COMFY!

I SHALL LET
THE FOO THINK
HE HAS DEFEATED
ME THEN I CAN
LEARN IF THERE
ARE OTHERS LIKE
HIM!

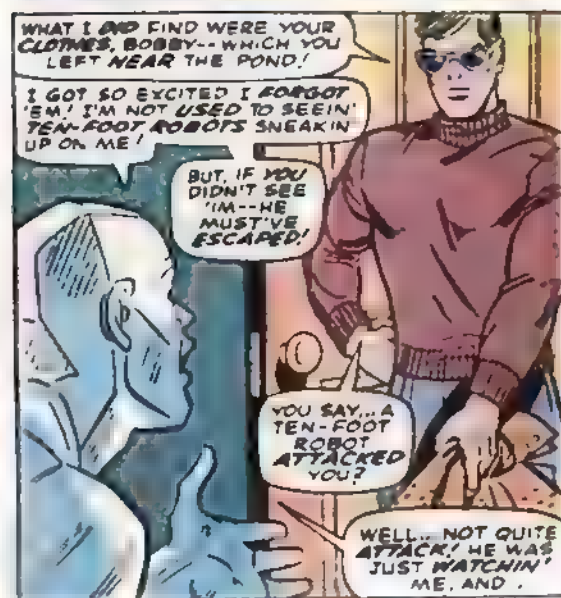
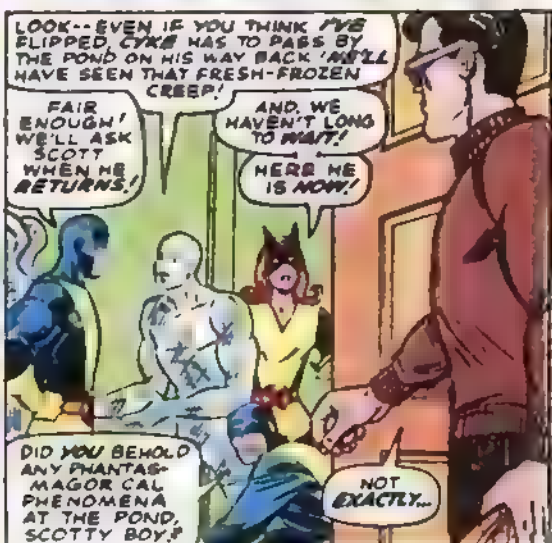
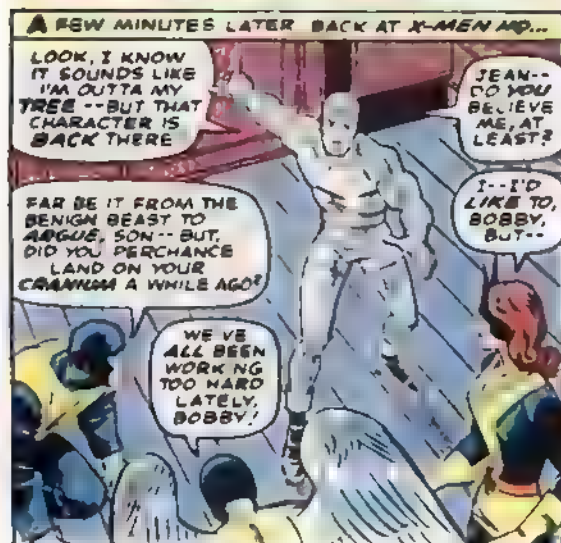
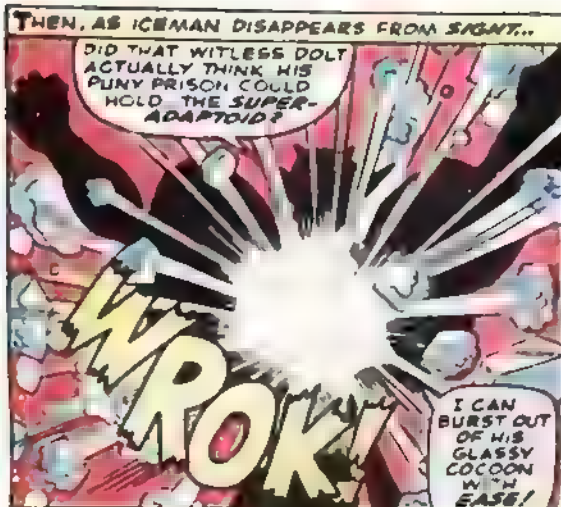


I'VE GOT TO GET BACK
TO THE SCHOOL ON THE
DOUBLE--AND RECALL
THE REST OF THE
X-MEN BACK HERE

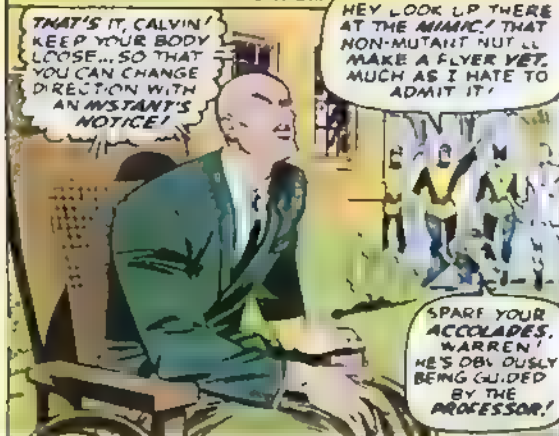
OTHERS SE
THEY--NEVER
BELIEVE

SO--I HAVE
LEARNED THAT
WHICH I DESERED
TO KNOW THERE
ARE OTHER
MORTALS WITH
SUPER-POWERS!

I MUST KNOW IF
THEY ARE TRULY
STRONG ENOUGH
TO OPPOSE ME!



A SHORT TIME LATER, THE WORLD'S MOST UNIQUE STUDENTS JOIN THEIR EQUALLY UNIQUE INSTRUCTOR ON THE SPACIOUS GROUNDS...



THAT'S IT, CALVIN! KEEP YOUR BODY LOOSE... SO THAT YOU CAN CHANGE DIRECTION WITH AN INSTANT'S NOTICE!

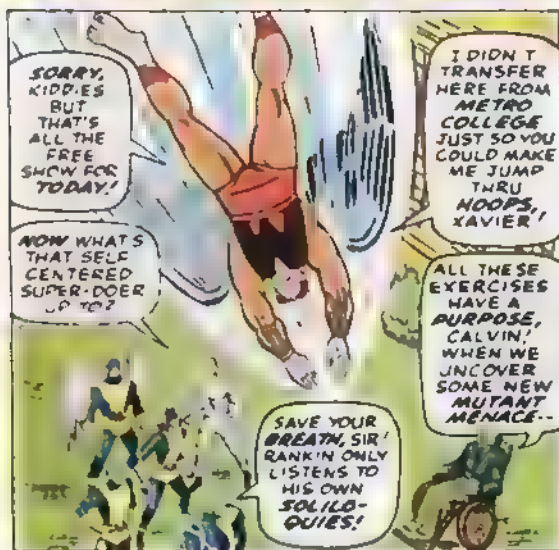
HEY LOOK UP THERE AT THE MIMIC! THAT NON-MUTANT NUT LL MAKE A FLYER YET, MUCH AS I HATE TO ADMIT IT!

SPARE YOUR ACCLADES, WARREN! HE'S OBVIOUSLY BEING GUIDED BY THE PROFESSOR!

THE OTHER X-MEN RESENT CALVIN-- BECAUSE THEY THINK HE'S INTERESTED IN NOTHING BUT HIS OWN MIMICKING POWERS!

BUT, I CAN'T HELP FEELING THAT THERE'S MUCH GOOD INSIDE THAT YOUNG MAN!

ATTENTION, CALVIN! PREPARE TO EXECUTE MANEUVER 2-C...



SORRY, KIDDIES BUT THAT'S ALL THE FREE SHOW FOR TODAY!

NOW WHAT'S THAT SELF-CENTERED SUPER-DOER UP TO?

SAVE YOUR BREATH, SIR! RANKIN ONLY LISTENS TO HIS OWN SOLILOQUIES!

I DIDN'T TRANSFER HERE FROM METRO COLLEGE JUST SO YOU COULD MAKE ME JUMP THRU HOOPS, XAVIER!

ALL THESE EXERCISES HAVE A PURPOSE, CALVIN! WHEN WE UNCOVER SOME NEW MUTANT MENACE--



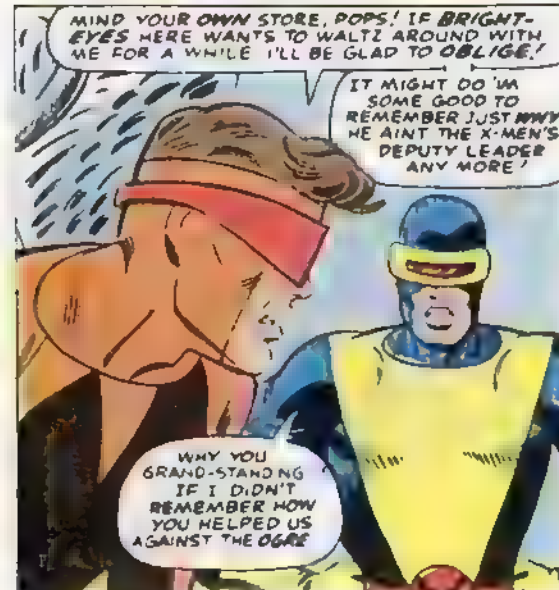
FOR ONCE, THAT OVERGROWN MONKEY'S RIGHT, CHROME-DOME! I'M UP TO HERE WITH THIS DO-GOODER BIT!

LET THE EVIL MUTANTS TAKE OVER THE WORLD! WHAT'D IT EVER DO FOR ME?

YOU'VE GONE TOO FAR, MIMIC!

LET ME TAKE HIM DOWN A PEG, SIR!

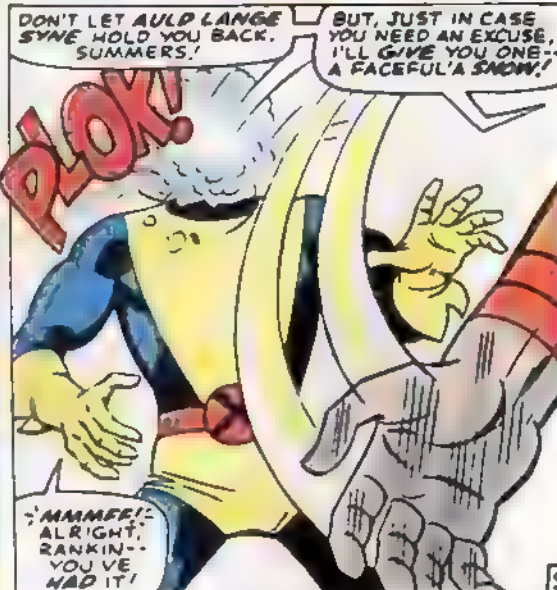
NO, SCOTT! WE GAIN NOTHING BY FIGHTING AMONG OURSELVES!



MIND YOUR OWN STORE, POPS! IF BRIGHT-EYES HERE WANTS TO WALTZ AROUND WITH ME FOR A WHILE I'LL BE GLAD TO OBLIGE!

IT MIGHT DO 'M SOME GOOD TO REMEMBER JUST WHY WE AINT THE X-MEN'S DEPUTY LEADER ANY MORE!

WHY YOU GRAND-STANDING IF I DIDN'T REMEMBER HOW YOU HELPED US AGAINST THE OGRE



DON'T LET AULD LANGE SYNE HOLD YOU BACK, SUMMERS!

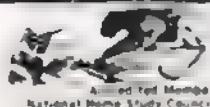
BUT, JUST IN CASE YOU NEED AN EXCUSE, I'LL GIVE YOU ONE-- A FACEFUL'A SNOW!

MMMF! ALRIGHT, RANKIN-- YOU'VE HAD IT!

CONTINUED AFTER NEXT PAGE

Wear the Badge of The Future in...

CONSERVATION



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GIS
VETERANS

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Wildlife Refuge Patrolman
Special Patrolman
Ranger Conservation Aide
Wildlife Officer
Field Assistant
Conservation Inspector
Wildlife Technician
Fish Warden
Game Bird Assistant
Wildlife Refuge Carpenter
Game Patrolman

FISHERIES SERVICE

Fishery Conservation Aide
Fish Hatchery Manager
Fishery Methods and Equipment Specialist
Fish Cultural Inspector
Game Fisherman
Marine Fisheries Protector

PRIVATE FISH, GAME AND FOREST FARMS

Shooting Preserve Manager
Armed Warden
Tree Farm Manager
Fish Hatchery Manager
Trout Farm (Manager)
Game Farm Attendant

PROFESSIONAL HUNTER

Government Hunter
Lion Hunter
Game Trapper
Predatory Animal Control Officer
Mammal Control Agent

SOIL CONSERVATION SERVICE

Watershed Conservationist
Range Conservationist
Land Management Aide
Soil Conservationist
Farm Manager

FOREST AND PARK SERVICE

Forest Technician
Forest Fire Fighter
Forest Guard
Park Patrolman
Forest Warden
Forestry Aide
Forestry Patrolman
Forestry Technician
Park Area Manager
Forest Lookout
Tour Leader
Park Custodian



HERE'S WHAT STUDENTS SAY

You should not neglect the gift of education. The National Home Study Council is the only organization that has been recognized by the U.S. Department of Education.

As a student, you will receive a Conservation Officer's badge. You will also receive a game law book. This is a valuable asset to your future profession. To receive this badge, please send me the following information: Name, Address, City, State, Zip.

The National Home Study Council is the only organization that has been recognized by the U.S. Department of Education. This is a valuable asset to your future profession. To receive this badge, please send me the following information: Name, Address, City, State, Zip.

PROTECT FORESTS and WILDLIFE ARREST VIOLATORS!

To guard and protect our forests, fish and wild game laws are enforced by the U.S. Department of the Interior. To enter the profession of a wildlife conservation officer, you must first receive a badge. This badge is a valuable asset to your future profession. To receive this badge, please send me the following information: Name, Address, City, State, Zip.



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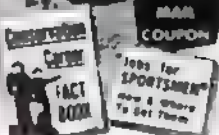
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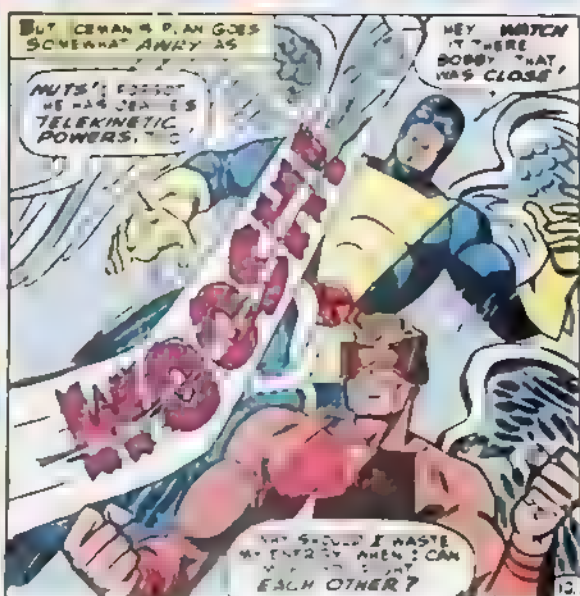
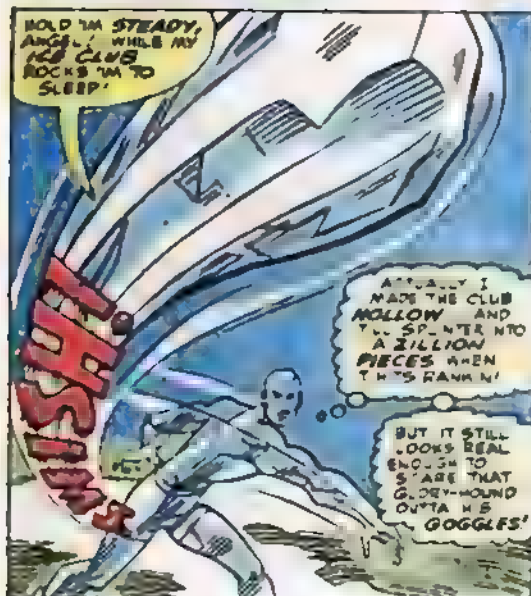
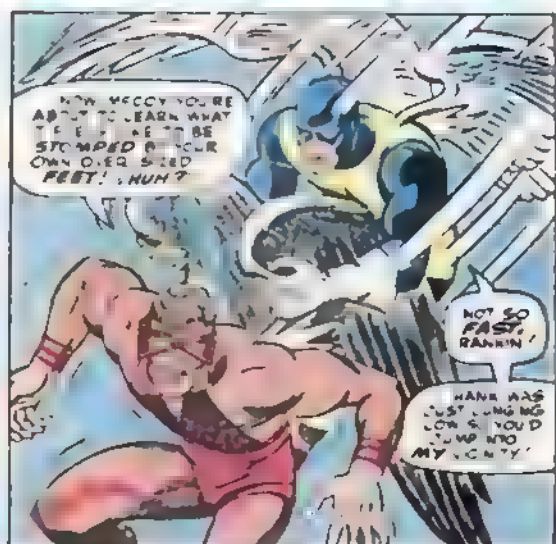
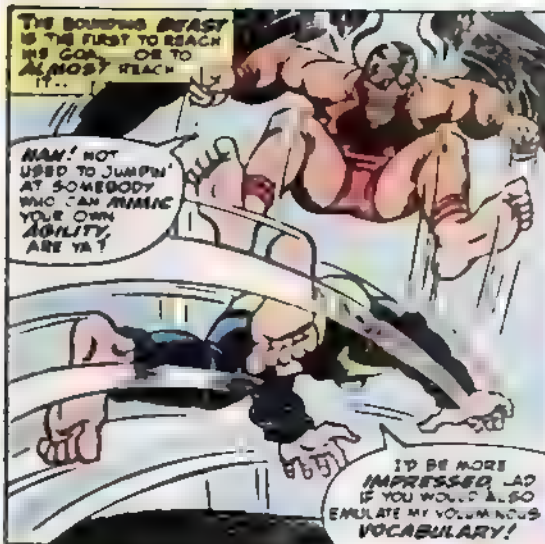
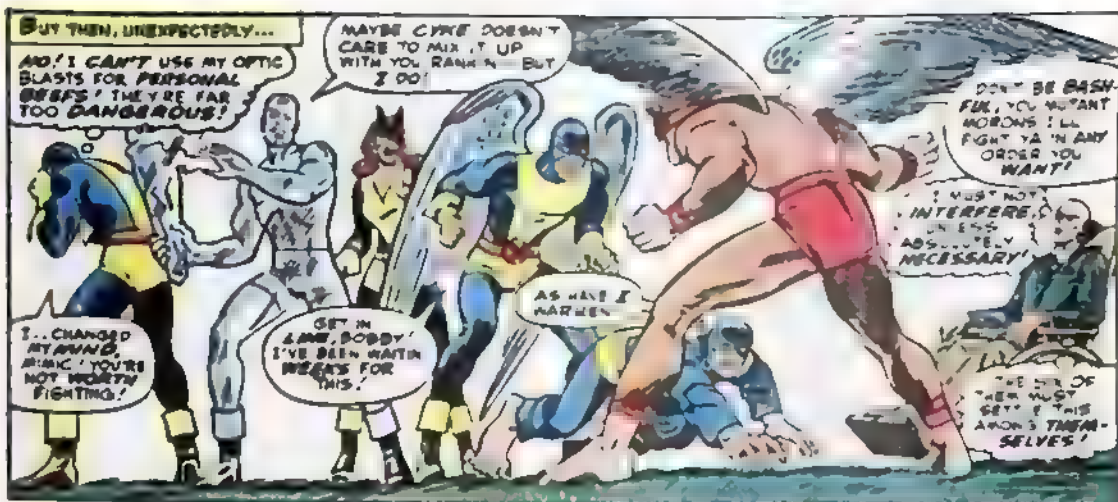
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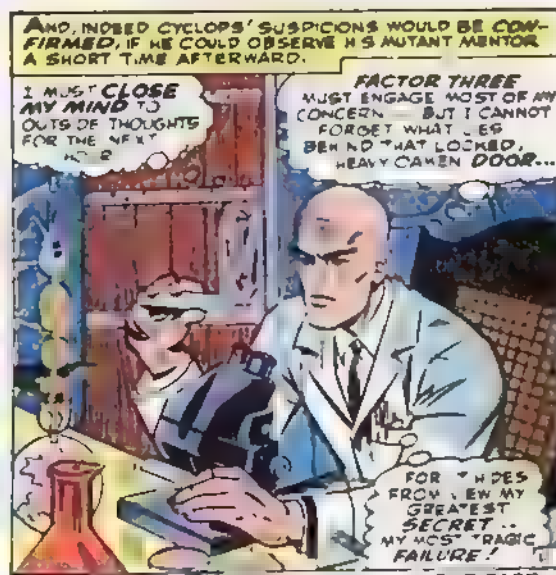
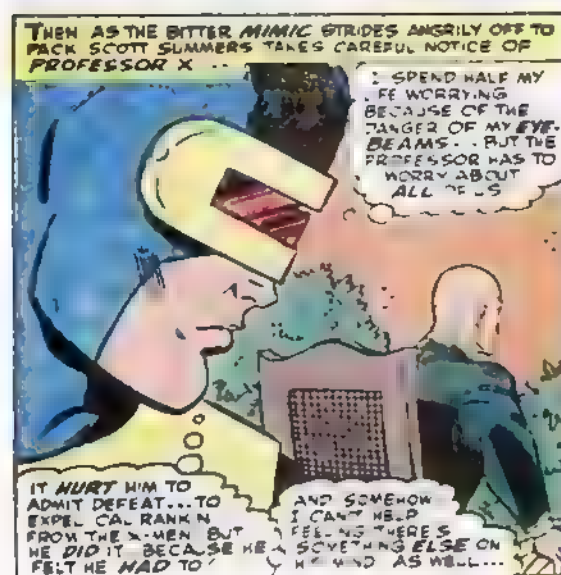
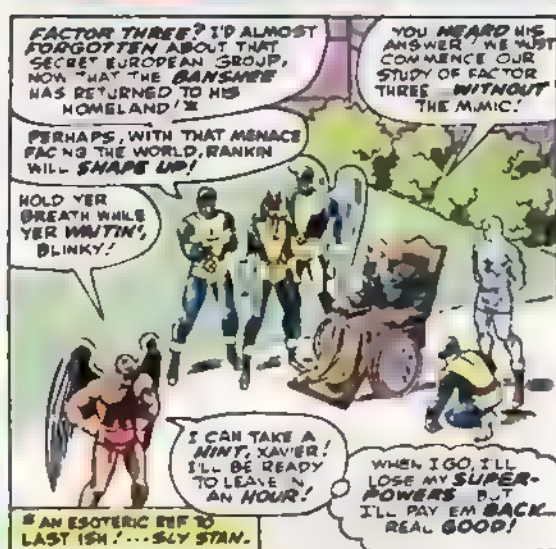
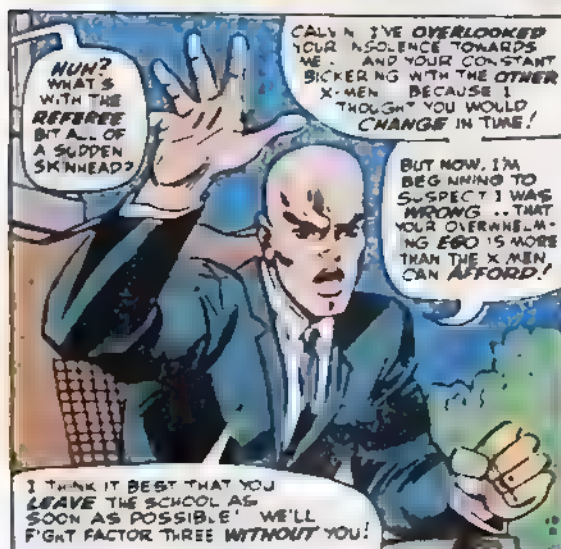
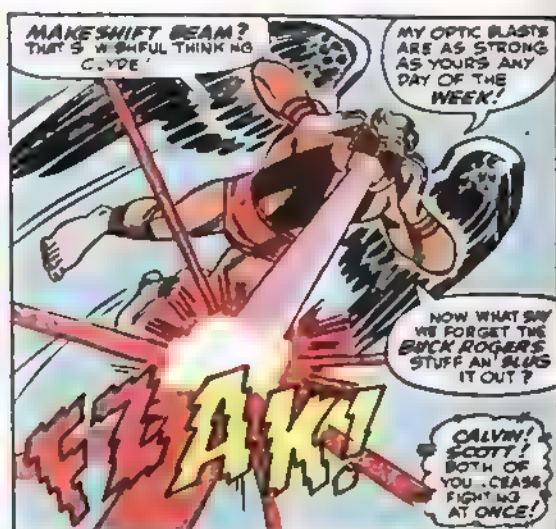
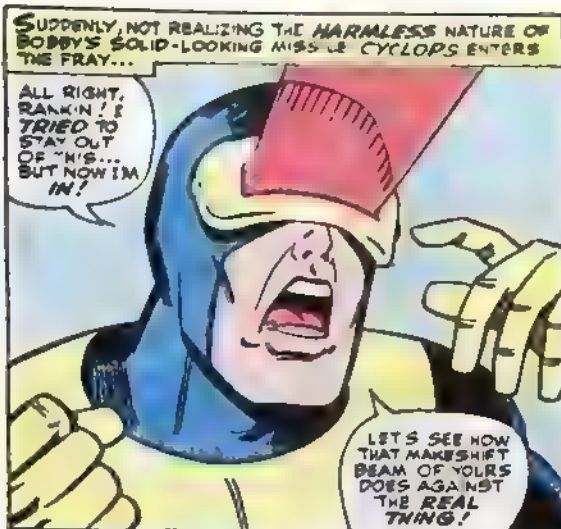
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WITH NO OBLIGATION

827 THE DIONNE
WARWICK STORY
(2 record set)
Scept LP BTR CASS

Counts as 2 records

513 LED ZEPPELIN
Atlan LP, BTR, CASS

515 BREWER & SHIP-
LEY Shake Off
The Demons
Kanso LP, BTR CASS

823 THE WHO Meaty
Beaty B g & Bouncy
Decca LP BTR CASS

827 CHER
Kapp LP BTR CASS

035 JOAN BAEZ
B essed Are
(2 record set)
Vangu LP BTR CASS

063 ISAAC HAYES/
SHAFT (ST)
(2 record set)
Enter LP, BTR, CASS

905 LOU RAWLS
Natura Man
MGM LP, BTR, CASS

777 GOOSPELL
Origina Cast
Bell LP, BTR CASS

135 RICHARD HARRIS
My Boy
Dunhi LP, BTR CASS

043 FIDDLER ON THE
ROOF Original ST
(2 record set)
Uniar LP BTR CASS

883 RAMSEY LEWIS
Back To The Roots
Cadet LP, BTR CASS

313 JOAN BAEZ/
CARRY IT ON (ST)
Vangu LP, BTR, CASS

780 MOUNTAIN
Flowers Of Evil
Wind LP

420 IKE & TINA
TURNER 'Nuff Said
Uniar LP, BTR, CASS

270 DIONNE WARWICK
Greatest Movie Hits
Scept LP, BTR CASS

705 CHOPIN
Polonaises
Yorks LP, BTR, CASS

884 LONDON HOWLIN'
WOLF SESSIONS
Chess LP, BTR, CASS

373 QUINTESENTIAL
EARL HINES
Chair LP, BTR, CASS

712 LOS INDIOS
TABA-JARAS
Yorks LP, BTR, CASS

787 RCA STEREO SY-
STEMS TEST RECORD
Yorks LP

287 DIONNE WARWICK
I'll Never Fall
In Love Again
Scept LP, BTR, CASS

355 THE 101 STRINGS
Beatles' Million
Saler Hits
Aishi LP

275 CANNED HEAT
Live At
Topanga Corral
Ward LP, BTR, CASS

708 HANDEL
Water Music
Yorks LP, BTR CASS

773 LAWRENCE OF
ARABIA Original
Soundtrack
Be'' LP, BTR, CASS

383 RUTH BACHELOR
Songs For Women's
Liberation
Femme LP

783 5TH DIMENSION
Love's Lines,
Angles & Rhymes
Bell LP BTR, CASS

353 THE 101 STRINGS
Love Story
Aishi LP

760 PARTRIDGE FAM-
ILY Up To Date
Bell LP, BTR, CASS

100 THREE DOG NIGHT
Golden Biscuits
Dunhi LP, BTR, CASS

778 STAMFEDERS
Sweet City Woman
Bell LP BTR, CASS

704 BEETHOVEN
Piano Sonatas
Yorks LP, BTR, CASS

778 BAWN
Bell LP, BTR, CASS

803 THE BONNY
OSMOND ALBUM
MGM LP BTR CASS

See for yourself why over 1 1/2 million record and tape collectors paid \$5 to join Record Club of America when other record or tape clubs would have accepted them free:

	Capitol Stereo Tape Club (49 adv. in Exquire Aug. 1971)	Columbia Tape Club (49 adv. in TV Guide Aug. 7, 1971)	Capitol Record Club (49 adv. in Playboy Oct. 1971)	Columbia Record Club (49 adv. in Playboy Aug. 1971)	Children's Record Club (49 adv. in Redbook May '71)	RECORD CLUB OF AMERICA
CAN YOU CHOOSE FROM THE LARGEST LP & TAPES INCLUDING CARTOONS AND CASSETTE TAPES?	NO	NO	NO	NO	NO	YES! Choose any LP or tape on any label! No restric- tions! Over 300 different manufacturers including Capitol, Columbia, RCA, Ampex, London, etc.
WOULD YOU BUY A MINORITY NUMBER OF RECORDS OR TAPES?	12	6	12	10	12	NONE! No obligation! No yearly quota! Save as many as five, or nothing at all, you so decide!
HOW MUCH MONEY WOULD YOU NEED TO OBTAIN YOUR TAPES OR RECORDS?	\$83.75 to \$95.75	\$41.00 to \$47.00	\$58.75 to \$63.75	\$49.95 to \$59.10	\$48.00 to \$64.00	ZERO DOLLARS You don't have to spend a penny because you're not "legally obligated" to buy more than one re- cord or tape!
CAN YOU BUY ANY RECORD OR TAPE YOU WANT AT A DISCOUNT?	NO	NO	NO	NO	NO	ALWAYS! Your discount can be 35% OFF. Guaranteed never less than a third! No ex- ceptions!
DO YOU EVER RECEIVE UNDESIRABLE RECORDS OR TAPES?	YES	YES	YES	YES	YES	NEVER! There are no cards which you must return. Only the records and tapes you want are sent, and only when you ask us to send them.
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Any 1 Tape or Cartridge Shown Here

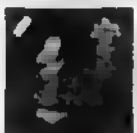
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Yes, take your pick of these great hits right now! Choose any 3 Stereo LPs (worth up to \$20.94) or any 1 Stereo Tape (cartridge or cassette, worth up to \$13.95) FREE... as your welcome gift from Record Club of America when you join at the low lifetime membership fee of \$5.00. You can defer your selection of FREE items and choose from an expanded list later if you can't find 3 LPs or 1 Tape here. We make this amazing offer to introduce you to the only record and tape club offering guaranteed discounts of 33 1/3% to 79% on all labels—with no obligation or commitment to buy anything ever. As a member of this one-of-a-kind club you will be able to order any record or tape commercially available, on every label—including all musical preferences. No automatic shipments, no cards to return. We ship only what you order. Moneyback guarantee if not satisfied.



200 ROD STEWART
Every Picture
Tells A Story
Mercury LP, 8TR, CASS



277 B.J. THOMAS
Greatest Hits Vol. 2
RCA LP, 8TR, CASS



774 THE D MENSION
Reflections
Bell LP, 8TR, CASS



660 J.S. CHRIST
SUPERSTAR
2 record set
Decca, P, 8TR, CASS



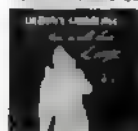
123 STEPHEN WOLF
For Ladies Only
Dunhill, P, 8TR, CASS



986 ROBERT BOULEY
Never Old
As I Was Told
MGM, P, 8TR, CASS



988 2001
A Space Odyssey
MGM LP, 8TR, CASS



887 BONNY OSMOND
To You With Love
Dunhill LP, 8TR, CASS



779 PARTRIDGE
FAMILY SOUND
MAGAZINE
Bell LP, 8TR, CASS



117 JAMES GANG
Live In Concert
ABC LP, 8TR, CASS



370 JAMES TAYLOR
The Flying Machine
Epic, P



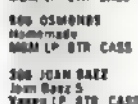
119 GRASS ROOTS
Their 16
Greatest Hits
Dunhill, P, 8TR, CASS



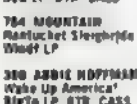
364 GUESS WHO
Born In Canada
Ward LP, 8TR, CASS



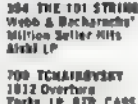
718 THREE DOG NIGHT
Harmony
Dunhill LP, 8TR, CASS



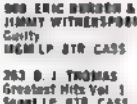
886 OSMONDS
Home Made
MGM LP, 8TR, CASS



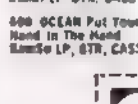
784 MOUNTAIN
Rascals
Mercury LP, 8TR, CASS



364 THE 101 STRINGS
Webb & Bacharach
MGM LP, 8TR, CASS



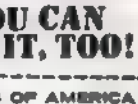
660 ERIC BURDON &
THE ANIMALS
Greatest Hits Vol. 1
MGM LP, 8TR, CASS



263 B.J. THOMAS
Greatest Hits Vol. 1
MGM LP, 8TR, CASS



364 GUESS WHO
Born In Canada
Ward LP, 8TR, CASS



718 THREE DOG NIGHT
Harmony
Dunhill LP, 8TR, CASS

AT LAST A RECORD AND TAPE CLUB WITH NO "OBLIGATIONS"—ONLY BENEFITS!

Ordinary record and tape clubs make you choose from a few labels—usually the ones they make you buy up to 12 records or tapes a year, usually at just prices to fulfill your obligation. And if you forget to return their month card, they send you an item you don't want and a bill for \$4.95, \$5.95, \$6.95, or \$7.95! In effect, you may be charged almost double for your records and tapes.

OUR RECORD CLUB OF AMERICA ENDS ALL THAT!

We're the largest all-label record and tape club in the world. Choose any LP or tape (cartridge and cassette), including new releases! No exceptions. Take as many or as few or no selections at all if you so decide. Discounts are GUARANTEED AS HIGH AS 79% OFF! You always save at least 33 1/3%. You get best sellers for as low as 99¢.

NO AUTOMATIC SHIPMENTS

With our Club there are no cards which you must return to prevent shipment of unwanted LPs or tapes (which you would have to return at your own expense if you have failed to send written notice not to ship). The postage alone for returning these cards each month to the other clubs costs almost an additional \$2.00. We send only what you order.

HOW CAN WE BREAK ALL RECORD AND TAPE CLUB RULES?

We are the only major record and tape club NOT OWNED, NOT CONTROLLED, NOT SUBSIDIZED by any record or tape manufacturer anywhere. Therefore, we are not obligated by company policy to push any label. Nor are we prevented by "distribution commitments" from offering the very newest LPs and tapes.

SPECIAL INTRODUCTORY MEMBERSHIP OFFER
Join RECORD CLUB OF AMERICA now and take advantage of this special Introductory Membership Offer. Choose any 3 LPs or any 1 tape shown here worth up to \$20.94 and mail coupon with check or money order for \$5.00 membership fee.

a small handling and mailing fee for your free LPs or tapes will be sent later. If you can't find 3 LPs or 1 tape here, you can defer your selection and choose from expanded list later. This entitles you to LIFETIME MEMBERSHIP and you never pay another club fee. Your savings have already more than made up for the non-refundable membership fee.

HOW YOU CAN CHARGE IT

If you prefer, you may charge your membership to one of your credit cards. We honor four different plans. Check your preference and fill in your account number on the coupon.

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- **FREE Lifetime Membership Card** guarantees you brand new LPs and tapes at discounts up to 79%—Never less than 33 off.
- **FREE Giant Master LP and Tape Catalog**—lists thousands of all readily available LPs and tapes (cartridges and cassettes) of all labels (including foreign)—all musical categories.
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GUARANTEED INSTANT SERVICE

All LPs and tapes ordered by members are shipped same day received. Orders from the Master Catalog may take a few days longer. ALL RECORDS AND TAPES GUARANTEED factory new and complete. A satisfactory or replacement will be made without question.

MONEY BACK GUARANTEE

If you aren't absolutely delighted with our discounts (up to 79%)—return items within 10 days and membership fee will be refunded AT ONCE! Join over two million budget-wise record and tape collectors now.

NOW YOU CAN CHARGE IT, TOO!

RECORD CLUB OF AMERICA CLUB HEADQUARTERS YORK, PENNSYLVANIA 17405 V076

Yes, Rush me a Lifetime Membership Card, Free Giant Master LP & Tape Catalog, and Disc & Tape Guide at this Special Membership Offer. Also send me the 3 FREE LPs or 1 FREE tape which I have indicated below with a bill for a small handling and shipping charge. I enclose my \$5.00 lifetime membership fee. This entitles me to buy any LPs or tapes at discounts up to 79% plus a small mailing and handling charge. I am not obligated to buy any records or tapes—no year's quota. If not completely delighted, may return items above within 10 days for immediate refund of membership fee.

3 FREE LPs

OR 1 FREE TAPE

☐ 8 track ☐ cassette

☐ Or Selection—name extended list.

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Mrs. _____

Phys. _____

Address _____

City _____ State _____ Zip _____

All Servicemen write Soc. Sec. # _____

CHARGE IT to my credit card. I am charging my \$5.00 membership (mailing and handling fee for each FREE LP and tape selected) will be added.

Check one: ☐ Direct Club ☐ Master Charge ☐ American Express ☐ BankAmericard

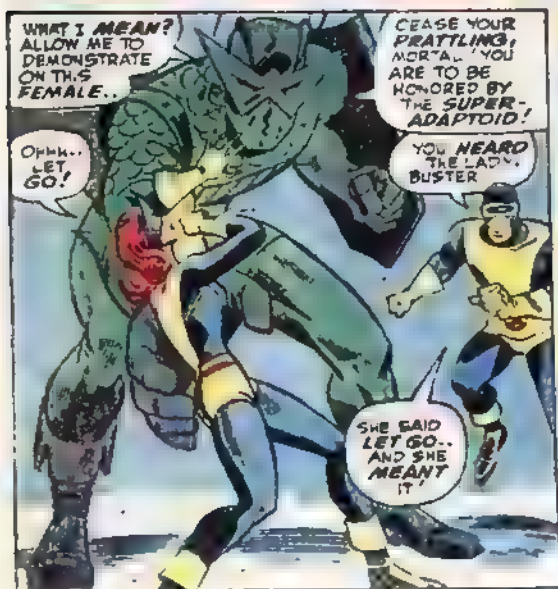
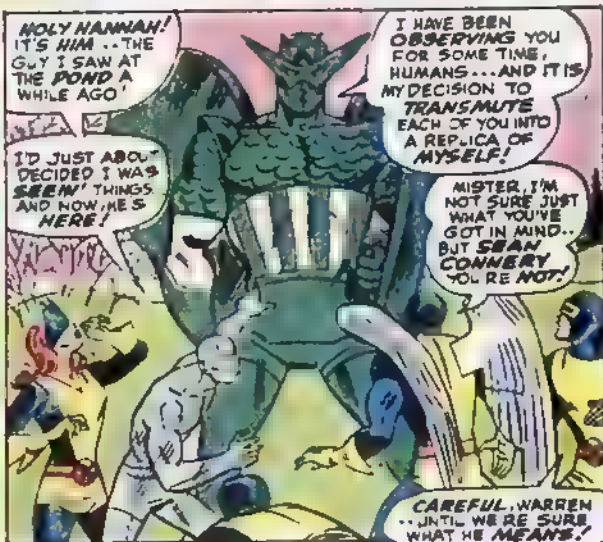
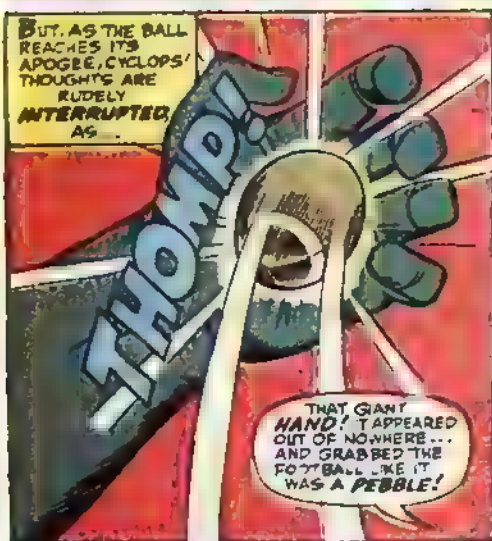
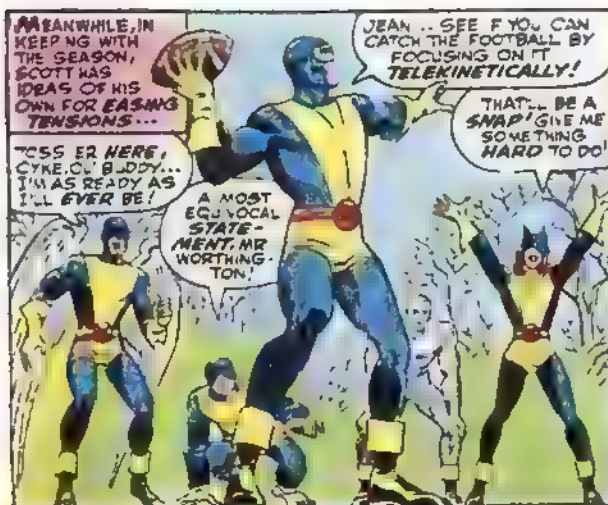
Acct. # _____ Expiration Date _____

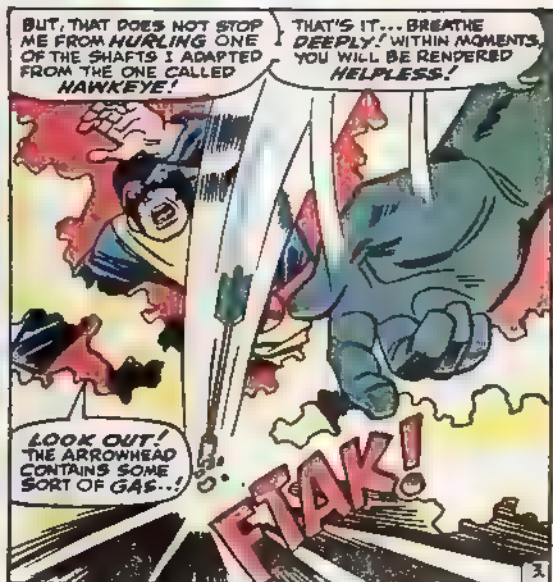
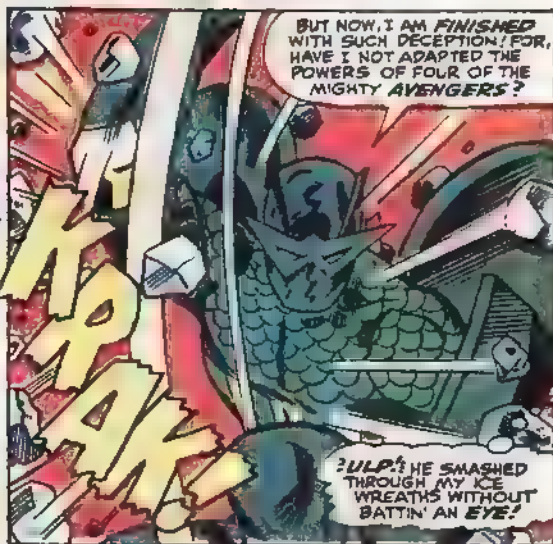
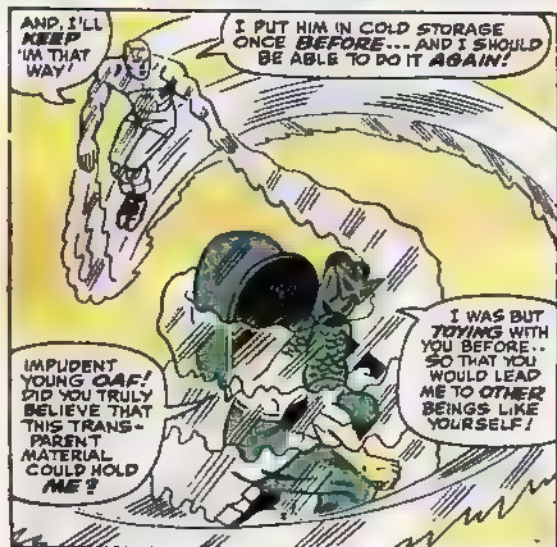
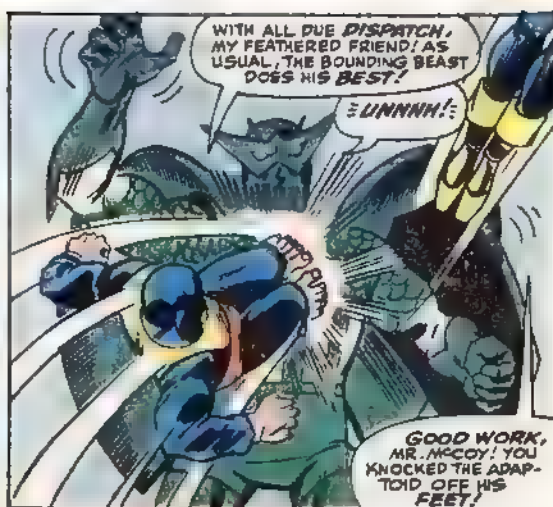
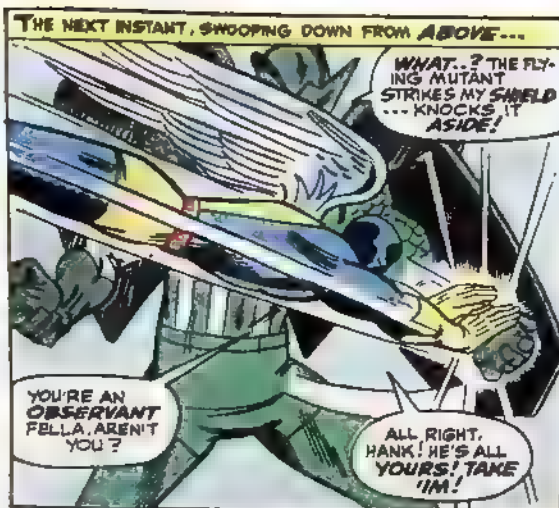
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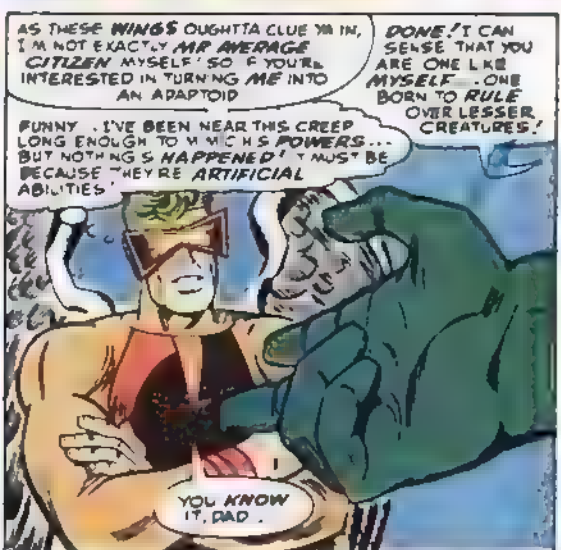
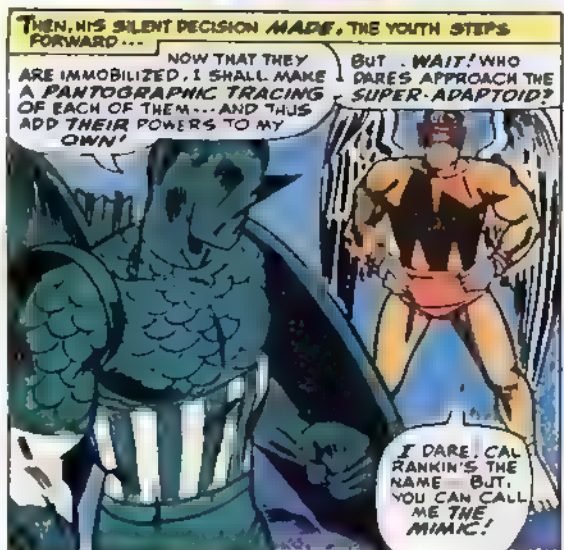
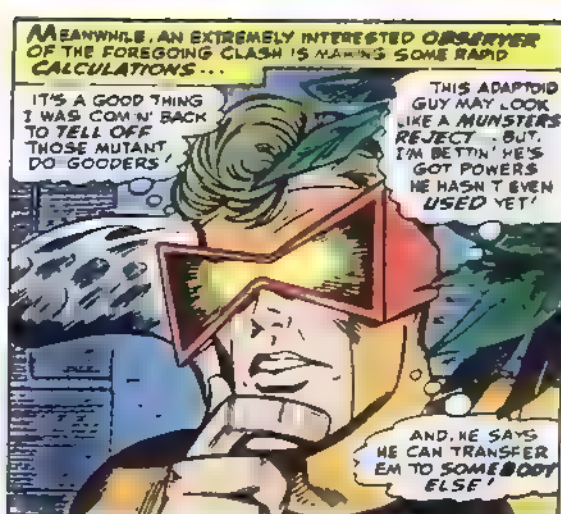
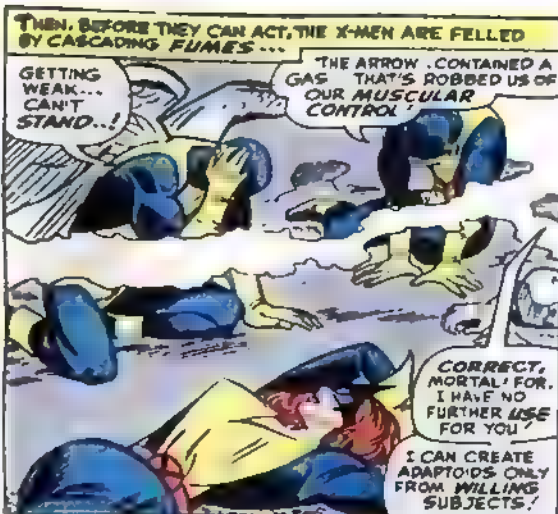
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THIS MIGHT JUST WORK! I'M ALREADY STARTIN' TO TINGLE...!

JUST THEN, ON THE GROUND NEARBY, A TERRIFICALLY STRAINING CYCLOPS FINDS HIS VOICE...

CALVIN... YOU'VE GOT TO STOP, BEFORE IT'S TOO LATE!

DON'T YOU SEE... THE ADAPTOID DOESN'T WANT A SECOND IN COMMAND! HE WANTS... A ROBOT SLAVE!

AND WHEN YOU GIVE UP YOUR HUMANITY... THAT'S WHAT YOU'LL BECOME!

AGAINST HIS CONSCIOUS WILL, THE MIMIC FINDS HIMSELF Pondering SCOTT SUMMERS' ANGUISHED WORDS...

CYKE WAS RIGHT... HE MUST'VE BEEN! WHY ELSE WOULD A JOKER LIKE THIS SHARE HIS POWERS WITH ANYBODY ELSE?

WHEN YOUR TRANSFORMATION IS COMPLETE, I SHALL DEAL WITH THAT INSOLENT MUTANT... AND DESTROY HIM!

EVEN NOW... I CAN FEEL MY WILL WEAKENING! IN A FEW SECONDS... I'LL BE AN ADAPTOID... BUT A MINDLESS ONE!

DESTROY? NO! I WANTED TO RULE... BUT NOT TO KILL!

THEN AT ALMOST THE LAST POSSIBLE MOMENT...

UHHH... I CHANGED MY MIND, HERBIE! I'LL JUST GO BACK TO BEIN PLAIN, CAL RANKIN!

WHAT? YOU HAVE RAISED YOUR HAND AGAINST THE SUPER ADAPTOID? FOR THAT, YOU SHALL DIE!

WE'LL WE'VE ALL GOTTA GO SOMETIME!

BUT, JUST NOW, I FEEL ALIVE... AND KICKING!

FOOL! DID YOU THINK I WOULD NOT BE READY FOR YOUR PUNY ATTACK?

MY OWN POWERS... ARE COMIN' BACK TO ME! I'M A HUMAN AGAIN!

WOK!

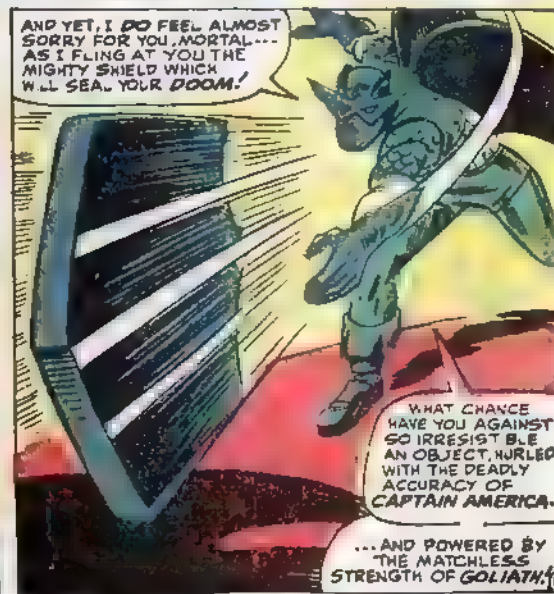
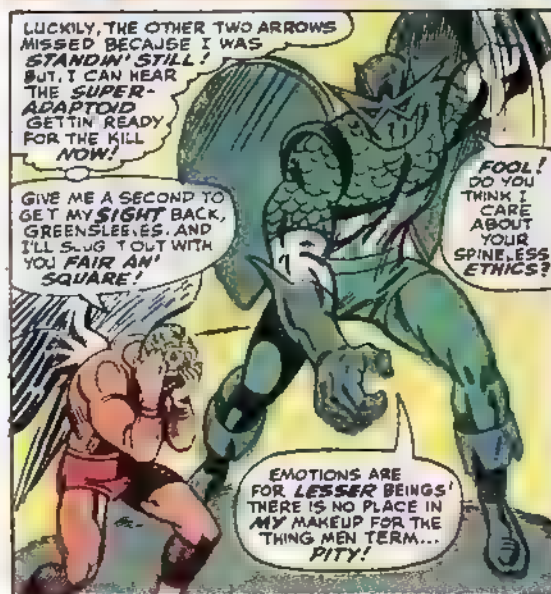
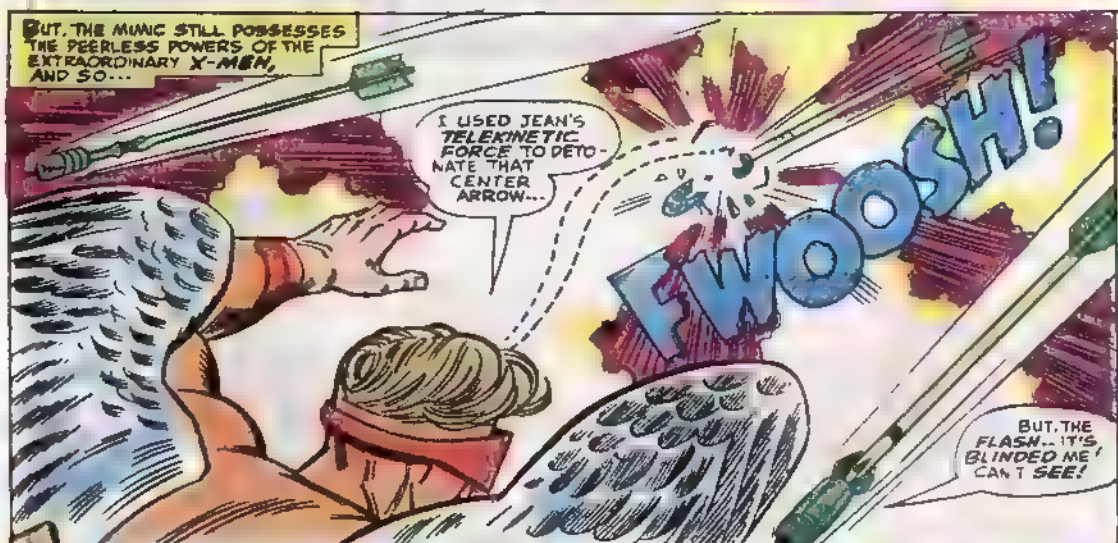
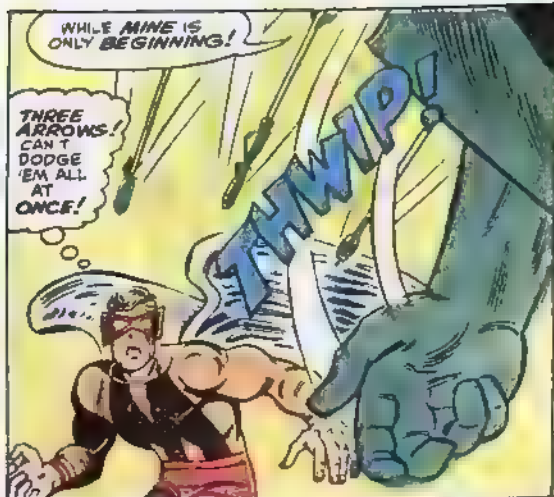
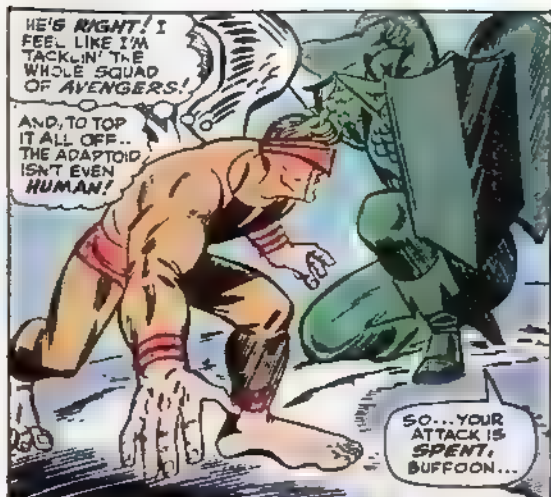
MAYBE YOU'RE READY FOR IT, CYDE.

BUT, THAT STILL DOESN'T MEAN YOU CAN TAKE IT!

ON SECOND THOUGHT, IT LOOKS LIKE HE CAN! GOTTA KEEP HIM ON THE DEFENSIVE... OR I'M GONNA GET IT GOOD!

I KNOW WELL THAT YOU COMBINE THE POWERS OF ALL THE X-MEN MIMIC... BUT THEY WILL AVAL YOU NAUGHT AGAINST ME!

ZAP!



CONTINUED AFTER NEXT PAGE



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THEN, TO THE HAUGHTY HUMANOID'S UTTER ASTONISHMENT...

I MAY NOT HAVE THE STRENGTH OF GOLIATH - BUT WOULDJA BELIEVE THE AGILITY OF THE BEAST?

AND BY THE WAY... THANKS FOR YAKKIN' AWAY TILL I WAS ABLE TO SEE AGAIN!

BAH! YOU ARE NOT WORTH THE PRECIOUS TIME WHEN YOU ARE COSTING ME!

I SHALL DESTROY YOUR FELLOW HUMANS... AND THEN ATTACK YOU WHEN AT MY LEISURE!



UH OH! CAN'T LET HIM KILL THE X-MEN!

GOTTA TRY SOMETHING ANYTHING!

IF I CAN ONLY LURE HIM INTO THE SKY - WHILE THE OTHERS RECOVER FROM THAT PARALYSIS GAS!

SLIT YOURSELF, CHARLIE, BUT AS FAR AS I'M CONCERNED, YOU'RE COPPIN' OUT!

THAT TERM... SOMEHOW, I SENSE T REEKS OF DERISION!

NO ONE MAY LAUGH AT THE SUPER ADAPTOID... AND LIVE!

THOOM!

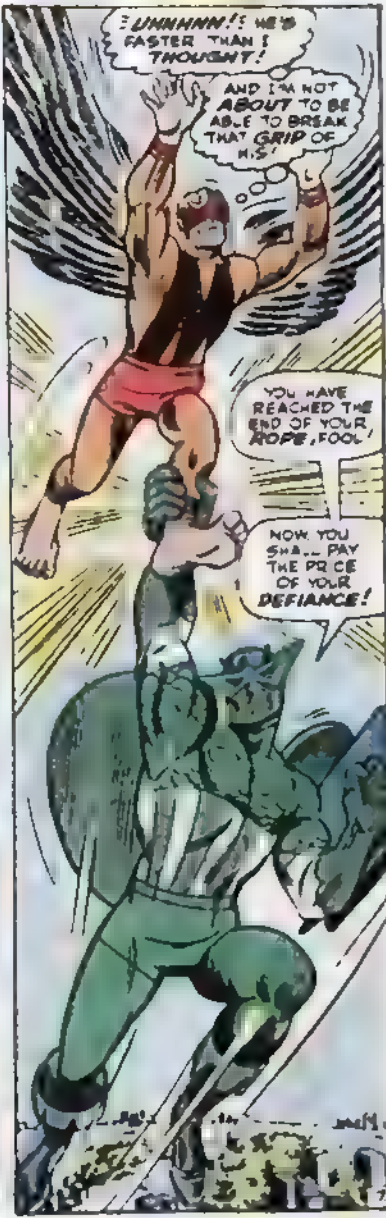


THAT WALKIN' POWERHOUSE WAS WRONG! HE DOES HAVE AN EMOTION THAT OF PRIDE!

BUT GOTTA PUT SOME DISTANCE BETWEEN US OR I WON'T LIVE TO BRAG ABOUT MY DISCOVERY!

YOU SEALED YOUR OWN FATE WHEN YOU TRIED TO ESCAPE BY MEANS OF FLIGHT, DOLT!

FOR I, TOO, POSSESS WINGS... ADAPTED FROM THE AVENGER FEMALE KNOWN AS THE WASP!

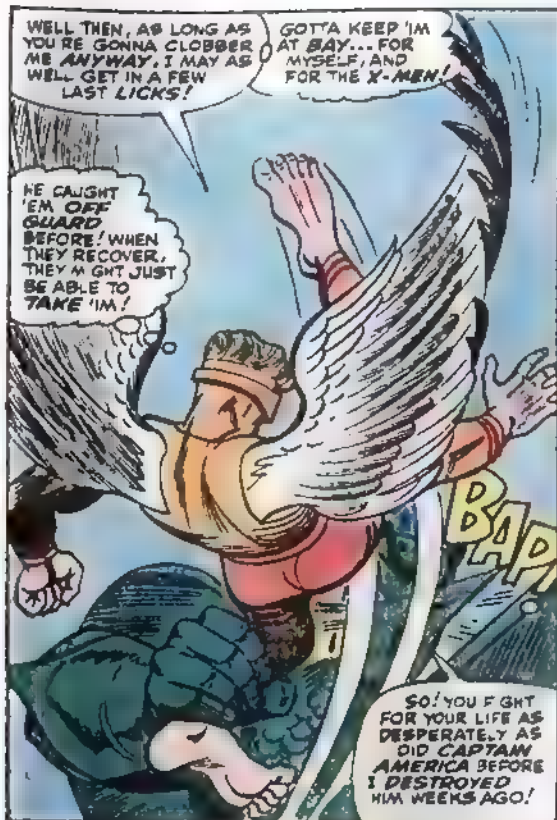


UNNNNN! HE'S FASTER THAN I THOUGHT!

AND I'M NOT ABOUT TO BE ABLE TO BREAK THAT GRIP OF HIS!

YOU HAVE REACHED THE END OF YOUR HOPE, FOOL!

NOW YOU PAY THE PRICE OF YOUR DEFIANCE!



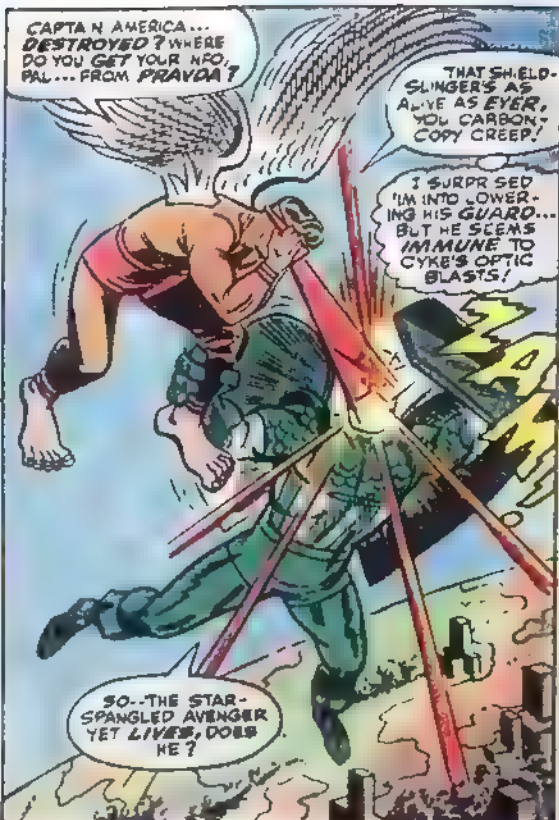
WELL THEN, AS LONG AS YOU'RE GONNA CLOBBER ME ANYWAY, I MAY AS WELL GET IN A FEW LAST LICKS!

GOTTA KEEP 'IM AT BAY... FOR MYSELF, AND FOR THE X-MEN!

HE CAUGHT 'EM OFF GUARD BEFORE! WHEN THEY RECOVER, THEY MIGHT JUST BE ABLE TO TAKE 'IM!

SO! YOU FIGHT FOR YOUR LIFE AS DESPERATELY AS DID CAPTAIN AMERICA BEFORE I DESTROYED HIM WEEKS AGO!

BAP



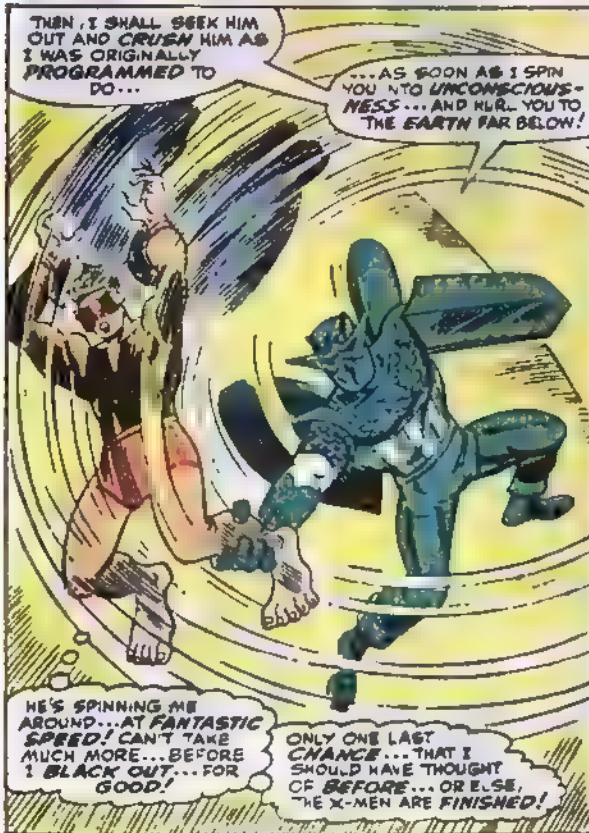
CAPTAIN AMERICA... DESTROYED? WHERE DO YOU GET YOUR INFO, PAL... FROM PRAYDA?

THAT SHIELD-SLINGER'S AS ALIVE AS EVER, YOU CARBON COPY CREEP!

I SURPRISED 'IM INTO LOWERING HIS GUARD... BUT HE SEEMS IMMUNE TO CYKE'S OPTIC BLASTS!

SO... THE STAR-SPANGLED AVENGER YET LIVES, DOES HE?

ZAP

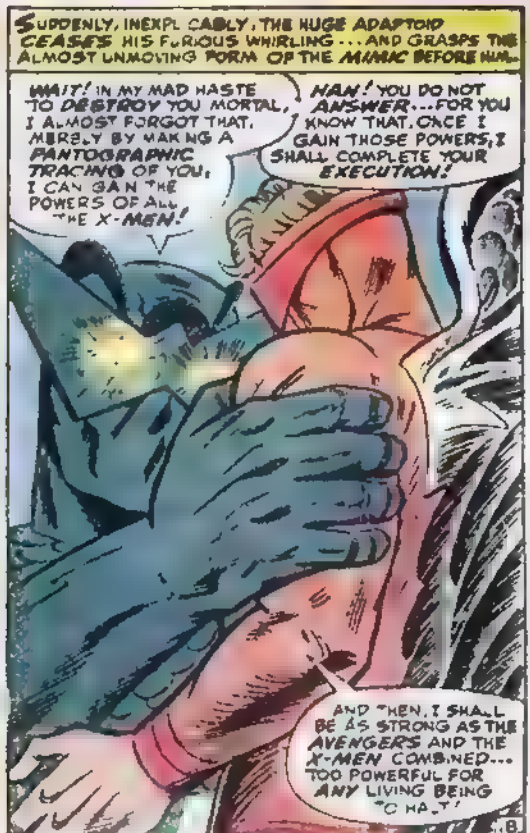


THEN, I SHALL SEEK HIM OUT AND CRUSH HIM AS I WAS ORIGINALLY PROGRAMMED TO DO...

...AS SOON AS I SPIN YOU INTO UNCONSCIOUSNESS... AND hurl you TO THE EARTH FAR BELOW!

HE'S SPINNING ME AROUND... AT FANTASTIC SPEED! CAN'T TAKE MUCH MORE... BEFORE I BLACK OUT... FOR GOOD!

ONLY ONE LAST CHANCE... THAT I SHOULD HAVE THOUGHT OF BEFORE... OR ELSE, THE X-MEN ARE FINISHED!



SUDDENLY, INEXPLICABLY, THE HUGE ADAPTOID CEASES HIS FURIOUS WHIRLING... AND GRASPS THE ALMOST UNMOVING FORM OF THE MIMIC BEFORE HIM.

WAIT! IN MY MAD HASTE TO DESTROY YOU MORTAL, I ALMOST FORGOT THAT, MERELY BY MAKING A PANTOGRAPHIC TRACING OF YOU, I CAN GAIN THE POWERS OF ALL THE X-MEN!

HAN! YOU DO NOT ANSWER... FOR YOU KNOW THAT, ONCE I GAIN THOSE POWERS, I SHALL COMPLETE YOUR EXECUTION!

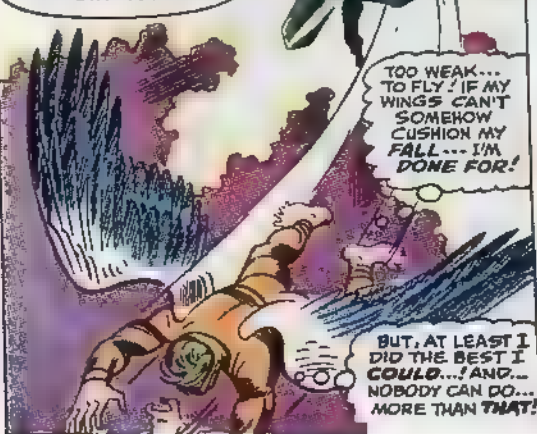
AND THEN, I SHALL BE AS STRONG AS THE AVENGERS AND THE X-MEN COMBINED... TOO POWERFUL FOR ANY LIVING BEING TO HATE!

BUT, THE NEXT INSTANT, AS THE ELECTRIC-CELL EYES OF THE INCREDIBLE **SUPER-ADAPTOID** BEGIN TO TRACE AN OUTLINE OF HIS SILENT-CAPTIVE...THE VERY **ATMOSPHERE** AROUND THEM SEEMS TO COME ALIVE WITH AN OVERWHELMING, ALMOST UNBELIEVABLE ENERGY, AS...



THEN, BEFORE THE JOLTING FEEDBACK CAN DESTROY THEM BOTH, THE MIGHTY CREATURE HURLS THE MIMIC FROM HIM...

THERE! BY CASTING YOU AWAY AS FAR AS POSSIBLE, I MAY YET HOPE TO OVERCOME THESE NUMBING SHOCKS!



MEANWHILE, WHAT OF THE MARVELOUS MUTANTS WHO HAD BEEN FELLE BY THEIR FOE'S SURPRISE ATTACK? AH... THERE THEY ARE NOW...



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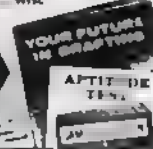
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NAME _____ AGE _____
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AND THE FLIGHT OF THE ONCE-MIGHTY MIMIC SEEMS DESPERATE INDEED. AS...



MY WINGS... THEY'RE GETTING SMALLER BY THE SECOND!

THEY WERE MY ONE CHANCE FOR SURVIVAL... NOW IT'S THE END FOR THE MIMIC!

THEN, AS THE FINAL VESTIGE OF HIS WINGS VANISH...



THIS IS IT! ONLY HOPE... I FINISHED OFF THE ADAPTOID, TOO!

BUT AT WHAT SEEMS LIKE THE LAST POSSIBLE MOMENT...

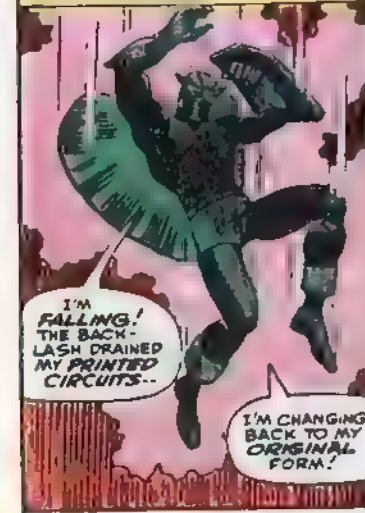
ANGEL... IS IT... REALLY YOU?



I DON'T BLAME YOU FOR BEING SKEPTICAL, RANKIN! I HAVEN'T BEEN DOING TOO MUCH FLYING LATELY!

STILL I THINK I'VE RECOVERED ENOUGH TO CATCH YOU AND GUIDE BOTH OF US SAFELY TO THE GROUND!

AT THAT SAME SECOND, THE OTHER X-MEN WATCHING FROM THEIR VANTAGE POINT BELOW... BEHOLD AN INCREDIBLE SIGHT...



I'M FALLING! THE BACKLASH DRAINED MY PRINTED CIRCUITS...

I'M CHANGING BACK TO MY ORIGINAL FORM!

I NO LONGER HAVE THE WASP'S WINGS! CAN'T STOP MY PLUNGE...



AND... THERE'S NO ONE TO SAVE ME... AS THEY DID THE MIMIC!

IT CAN'T END THIS WAY! NOT AFTER I HAVE SAVED THE SWEET SCENT OF LIFE! IT CAN'T...

HOWEVER, AS THE WHIRLING, WRITHING FORM COMPLETES ITS HEADLONG FALL...



I'VE LOST MY ADAPTED POWERS... BUT I MANAGED TO LAND IN THE WATER, INSTEAD OF STRIKING THE GROUND!

SPLUNCH!

MANHUND HAS NOT HEARD THE LAST OF... THE ADAPTOID!

MEANWHILE, FROM A NEARBY HILL, THE MEMBERS OF THE WORLD'S MOST UNIQUE FIGHTING TEAM ARE VOICING SIMILAR THOUGHTS...



JUST THINK... IF THAT OVERGROWN SPONGE HAD BEEN ABLE TO ADD ALL OUR POWERS TO HIS OWN HE'D HAVE BEEN UNBEATABLE!

AND HE WOULD HAVE ROBBED US OF OUR POWERS... IF CALVIN HADN'T TRICKED HIM!

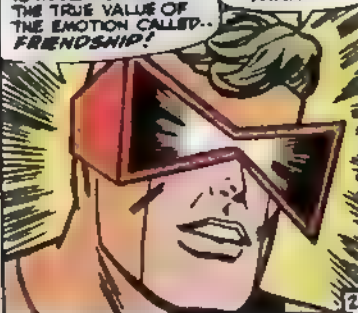
LOOKS LIKE WE ALL OWE YOU AN APOLOGY, CAL! YOU MAY HAVE SAVED THE ENTIRE WORLD AT THE COST OF LOSING YOUR MIMICKING POWER!

DON'T... APOLOGIZE, SCOTT! YOU WERE RIGHT THE FIRST TIME...

I WAS A SELF-CENTERED, GLORY-HUNGRY FOOL... WHO DON'T DESERVE SUCH POWER!

FUNNY... IT TOOK AN INHUMAN, EMOTIONLESS THING LIKE THE SUPER-ADAPTOID... TO MAKE ME REALIZE THE TRUE VALUE OF THE EMOTION CALLED... FRIENDSHIP!

EVEN IF THE MIMIC IS GONE FOREVER, IT WAS WORTH IT... IF CAL RANKIN BECAME... A MAN!



NEXT ISSUE: THE MOST MIND-STAGGERINGLY MALICIOUS MUTANT OF ALL... THE MYSTICAL, MALEVOLENT MERLIN!

THE ADAPTOID STRIKES IN *IRON MAN* THIS MONTH, TOO! BUT HERE'S THE ORIGINAL COVER FOR HIS CLASH WITH THE X-MEN!



HEY KIDS!
 PUT ME ON. I'M THE ONE AND ONLY
HUSH PUPPIES® T-SHIRT.
 I'M FUN TO WEAR. I COME IN ALL SIZES.
 AND I'LL GO WHEREVER YOU WANT ME TO GO.
 PUT ME ON. I'M A REAL BARGAIN, TOO!



**FILL OUT
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 Or \$2.00 and the end of a Hush Puppies shoebox. Postage prepaid.

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NEW! SUPER "88"
AUTOMATIC
DUAL DRAG
SPINCAST
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STAR DRAG
Found only
on best reels

EACH ROD
BALANCED TO PERFECTION

FIELD TESTED LURES
Proven the Deadliest Deadly Yet

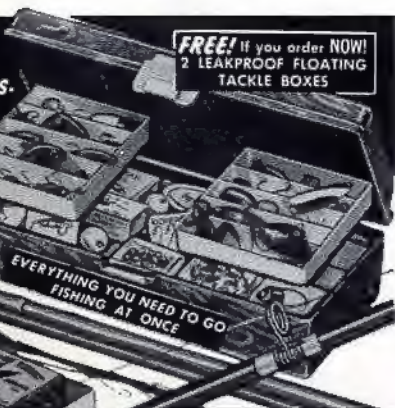
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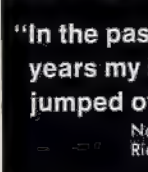
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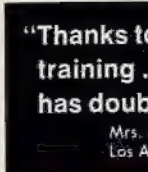
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